



MINUTES

BOARD OF DIRECTORS OF AIRWAYS CORPORATION OF NEW ZEALAND LIMITED

Date & time	Wednesday 30 August 8 30am – 4 30pm
Location	Charlie meeting Room, Airways Offices, , Christchurch
Chair	Denise Church
Minute taker	Fiona Shine, Head of Legal & Company Secretary
Directors	Denise Church (Chair) Mark Pitt (Deputy Chair) Darin Cusack John Holt Gavin Fernandez Terry Paddy Danny Tuato'o Lisa Jacobs
Attendees	James Young, CEO Erin Lee, Acting Chief Financial Officer Jamie Gray, General Manager People and Partnerships Kim Nicholls, Head of Safety and Assurance James Evans, General Manager Air Traffic Services Sharon Cooke, CEO Airways International Limited Sally Williams, Manager HR Business Partnering and ER Justine Whitfield, Head of Products (AIL) Johl Steel-Brown, Manager ATS Future Services Jennifer Nepton, Manager Air Traffic Services Development Vaughan Hickford, Manager Enterprise Architecture and Networks

Guests	s9(2)(a), NZALPA ATC Director
	s9(2)(a) -Johnston, NZALPA Admin Head
	s9(2)(a), NZALPA Technical Officer
	s9(2)(a), NZALPA Industrial Officer
	s9(2)(a), Treasury, Manager, Governance & Appointments
	s9(2)(a) Treasury, Snr Advisor, Governance and Appointments
Apologies	Mark Hutchinson (Special leave of absence)

0.1 Board only time

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The Board and Chair met alone from approximately 8 30am – 9am

0.2 Board and CEO only time

The Board and CEO met alone from approximately 9am – 9 45am

0.2A CEO Performance and Payment of Short Term Incentive

The paper was considered in Board only time, and recommendations as set out in the paper were *approved*. The Board also endorsed proposed CE KPIs for FY 24, with a minor amendment to the section on sustainability, and supported the proposed CE development initiatives

1. Board Matters

1.1 Continuous Disclosure

No matters were disclosed

1.2 Register of Directors’ Interests

The Register of Directors’ Interests was *noted*

1.3 Minutes of Board Meetings held 21 June, 5 July and 8 August 2023

The minutes of the previous ACNZ Board meetings held on 21 June, 5 July and 8 August 2023 were *approved* as true and correct records of those meetings

1.4 Matters Arising and Action Items

The Matters Arising and Action Items from the 21 June 2023 Board meeting were *noted*

The Board broke for morning tea with NZALPA from approximately 9 45am – 10 00am

2. NZALPA Visit

2.1 Meeting with NZALPA

The meeting recommenced at 10am

s9(2)(j)
[Redacted text block]

The Board and NZALPA agreed that as a result of the increased engagement, the relationship between NZALPA and management had improved. The Board thanked NZALPA for attending. The NZALPA representatives were invited to join the board for the presentation and discussion on Auckland Digital Tower, Sally Williams and Jamie Gray left the meeting at 10 50am

3. Strategic Papers / Presentations

3.1 Auckland Digital Tower

James Evans, Mark Parsonage and Tim Bradding joined the meeting at 10 50am

Management presented a detailed overview of the slides and discussion commenced including on

- s9(2)(g)(i) [Redacted list item]
- [Redacted list item]
- [Redacted list item]

ALPA representatives contributed to the discussion on issues and opportunities and, with James Evans, Mark Parsonage and Tim Bradding, left the meeting at 11 50am

The paper was *noted*

3.2 UTM Update

Jennifer Nepton, Johl Steel-Brown and Justine Whitfield joined the meeting at 11 56am

The Board noted that the purpose of the paper was to address an action item. Management presented the paper and the Board had a wide ranging discussion on the questions posed in the paper

The Board acknowledged that this is an emerging and changing field and noted the importance of working out where Airways should take responsibility as a thought leader and where it should be a fast follower. The Board requested that management provide regular updates on this topic. **ACTION**

The paper was *noted*

Jennifer Nepton, Johl Steel-Brown and Justine Whitfield left the meeting at 12:45pm

4. Treasury Visit

The Board broke for lunch with representatives from Treasury from approximately 12:45pm – 1:15pm

4.1 Capability and Governance approaches

The Chair welcomed the Treasury representatives. The Treasury representatives provided an overview of the background, structure and positive changes to the capability and governance team. It was reported that likely future focus topics of interests for the capability and governance team would be conflict of interests, code of conduct, political neutrality, future directors and succession planning.

The Treasury representatives left the meeting at 1:50pm

5. Health and Safety

5.1 Company Safety Report and Safety Site Visits – July 2023

James Evans and Kim Nichols joined the meeting at 1:50pm

The Chair of Safety Committee gave an update on the fulsome discussions at the preceding day's SSC meeting.

Management reported on matters since the SSC including

- s6(c) [REDACTED]
- SMS Dashboard, trending up albeit still red. Actions completed but not yet closed due to workload of team.

Directors queried the naming conventions of the two similar Auckland STARs (Standard terminal arrival routes) and requested that management consider whether these be changed so that they are less confusing. **ACTION**

The Company Safety Report was **noted**

Kim Nichols and James Evans left the meeting at 2:07pm

6. Performance Overview & Updates

6.1 CEO Executive Summary and Company Performance – July 2023

The CEO highlighted the key points

The Board requested that the figures for achieved v target for the carbon reduction be checked **ACTION**

The CEO Executive Summary and Company Performance Report was *noted*.

7. Papers for Approval or Key Information

7.1 WAN Network Equipment Lifecycle BIC Memo

The Board discussed the paper and requested that management consider whether earthquakes are included within the definition for natural disasters **ACTION**

The Business Investment Case for the WAN Lifecycle project was *approved*

Subject to securing reasonable commercial terms, the Board *delegated to, and authorised*, the CEO to enter into and execute the contract

7.2 FY23 IEA Remuneration Review

Jamie Gray joined the meeting at 2 30pm

The Board noted that the recommendations had been discussed and endorsed by the People and Capability Committee The People and Capability Chair gave an overview of the discussions

- 1 The FY23 remuneration review outcomes were *approved*.
- 2 The use of the requested drawdowns from the CEO Discretionary Fund was **approved**.
- 3 The payment of 2022/23 Variable Performance Component for Airways International Limited was *approved*.

7.3 Final 2023 – 2023 Annual Report

Erin Lee joined the meeting at 2 36pm

The Board noted that the AFC had reviewed the Report in detail and provided feedback which had been incorporated into the latest draft

The Acting CFO reported that PwC had provided an updated addendum to their audit report reflecting a change to note 10 (restated PPE/intangibles/WIP balance), confirmed that the tables in the Annual Report would be updated and the change had already been updated in the representation letters for signing The Board noted that the Addendum to the Audit and Finance Committee Report would be circulated via email after the meeting

- 1 The Annual Report and group financial statements were reviewed and *approved*,
- 2 The annual group results announcement for Treasury was reviewed and *approved*,
- 3 The media release was reviewed and approved;
- 4 The representation letter to be signed by Management was reviewed and *approved*

5. The audit representation letter required by PricewaterhouseCoopers was *approved* and any two directors were *authorised* to sign; and
6. The final PwC Audit Report was *noted*

Jamie Gray left the meeting at 2 50pm

7.4 PWC 2023 Amended Engagement Letter

The amended PWC Engagement Letter was *approved*.

7.5 Student Fee Protection Trust Audit

The PwC independent assurance review of the Student Fee Protection Trust was *approved* and the Board Chair and Chair of the AFC Committee were *authorised* to sign the Audit Representation Letter in support

7.6 NZ Defence Force Variation

The variation to the New Zealand Defence Force Agreement was *approved* and *authority was delegated* to the ACNZ CEO to execute Variation Six to Agreement 11912

The Board broke for afternoon tea from approximately 3 00pm – 3 15pm

8. AIL Meeting

The Board paused the meeting at 3 15pm to hold an AIL Board meeting

The meeting recommenced at 4 20pm

0.3 Strategic Risks and Opportunities

The Board gave feedback on the proposed strategy day topics and requested that the CEO update the paper with key questions and topics and circulate **ACTION**

9. Governance Planning and Review

9.1 Board Work plan 2023 and Proposed Topics for Future Meetings

The paper was *noted*

9.2 Site Safety Visits Completed and Suggested Locations 2023

The Board requested that all Board visits are recorded in the table (not just safety site visits) **ACTION**

The paper was *noted*

9.3 Board Development Update

The paper was *noted*.

9.4 AFC Minutes of Meeting – 17 May 2023

The Board **ratified** the minutes of the Audit and Finance Committee meeting held on 17 May 2023 as a true and correct record of that meeting

9.5 End of Meeting Reflection

The Board congratulated the CEO on the quality of papers and agenda topics and requested that NZALPA be invited to a meeting in February or March 2023

Close of meeting

There being no further business, the Board meeting concluded at approximately 4:37pm

s9(2)(a)

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Chair