

Generic Process – Directors Appointments by Te Rūnanga within Te Rūnanga Group (adopted November 2008)

1. Appointment Process

When a vacancy arises, having identified from the skills and attributes needed to fulfil the role and consideration of any other relevant factors, the following process shall apply:

a. Briefing

The first step is for the Appointment Committee (supported by the Office/ executive) to identify the key issues relating to organisational strategy, major challenges, Board composition and skill set and other relevant factors relating to the vacancy.

Where there is an existing Board the Appointment Committee will meet with the Chairman and, if necessary, Board members of the company to discuss the vacancy; or

Where there is no existing Board, the Appointment Committee will take advice from the Office, and if appropriate from external consultants; or

Where the vacancy is for the Chair of the Board the Appointment Committee will, where appropriate, meet with the outgoing Chair, other Board members and / or external consultants and /or industry leaders to assist them in completing a brief for the vacancy.

b. Confirm the Brief

The Appointment Committee, in association with an external consultant if required, will develop relevant briefing information for potential candidates. This should include not only details of the vacancy and the expectations of Te Rūnanga, but also details of the current process including projected timeframes for the appointments process. If after preparing and confirming the brief, the recommendation of the Appointment Committee is to re appoint a director who is willing to accept reappointment there will be no requirement to undertake the full process.

c. Agree the extent or reach for the search process

The Appointment Committee will determine the extent of the search process and confirm the type of appointee that is being sought. For example is what is required an experienced director or, on occasions, individuals with relevant commercial experience who are at the right stage in their career to pursue a governance appointment, or a member of Ngāi Tahu Whānui as part of a succession planning process. Advice from external Consultants may be utilised to build a pool of potential candidates. Relevant candidates will also be identified from within Ngāi Tahu databases.

d. Potential candidates for approach are identified

The Appointment Committee and / or Consultant will identify a potential pool of candidates and will conduct the initial approaches to evaluate potential interest, availability and support for the vision and objectives of Ngāi Tahu. Candidates will be asked to identify whether they are aware of any reason they may not be suitable, or perceived as being unsuitable for appointment to the Board in question. This will include disclosure any relevant criminal matters. This is a process which must be undertaken with a degree of caution and sensitivity.

e. Shortlist is identified for interview by the Appointment committee

Evaluator interviews may be conducted between Consultant and the potential candidates and some initial background reference evaluations may be undertaken to qualify each candidate. Recommendations are made to the appointments committee for shortlist. Where appropriate the chairman of the board is updated.

f. Interviews held by Appointment committee

If necessary, training and support should be given to any members of the Appointment Committee who have not had a great deal of experience in these matters. Potential candidates will have been briefed on how the interview will be conducted and what the appointment panel is seeking from the interview.

g. Background Checks are undertaken

These should be undertaken by external consultants with respect to the preferred candidates and a confidential report should be provided to the Appointment Committee.

h. Preferred candidate is invited to undertake due diligence

This can include meeting with the Chair and Chief Executive of the company and viewing relevant Board documentation and history.

i. Appointment of preferred candidate is confirmed by Te Rūnanga o Ngāi Tahu

The candidate should be kept regularly informed as to the process and the Appointment Committee and or the Chair of the board should ensure that final documentation and orientation of the successful candidate is approved by Te Rūnanga or the appointing body.

j. Advising unsuccessful candidates

This aspect requires sensitive handling to maintain positive long term relationships.

Vacancy / Review of existing director

