

Entered by Board Secretary

AGENDA ITEM 16 BOARD DECISION PAPER	
To:	Board of Auckland Transport
From:	Andrew T Downie, Governance Lead
Reviewed:	Dean Kimpton, Chief Executive Officer
Date:	21 November 2023
Title:	Auckland Transport Board Charter Review

Aronga / Purpose

1. To seek approval for an update to the Auckland Transport (AT) Board Charter (charter).

Tuku mana / Delegation

2. N/A.

Te tūhonga / Recommendation

That the Auckland Transport Board (board):

3. Approve the updated Auckland Transport Board Charter as provided in Attachment 1.

Te whakarāpopototanga matua / Executive summary

4. The charter was reviewed against the relevant legislation and governance best practice guidance to ensure that it continues to reflect leading practice and aligns to Auckland Council direction.

Ngā tuhinga ō mua / Previous deliberations

Date	Report Title	Key Outcomes
6 November 2018 Finance, Capital and Risk Committee	AT Board Charter for Review	Feedback was provided by the Committee, focussed on alignment of the charter to customer service, stewardship, sustainability and operating in a manner that respects Te Tiriti o Waitangi.
26 March 2019 Board	AT Board Charter	The board reviewed the updated charter and requested amendments related to conflict of interests and frequency of board committee performance evaluations.
3 September 2019 Board	AT Board Charter	The board approved the updated charter.

Te horopaki / Background

5. AT regularly reviews and updates all AT policies to ensure that they reflect leading practice, address key risk areas in the organisation and align to Auckland Council direction. This includes reviewing and updating the charter, which is an important governance document that:
 - serves as a reminder for the board of the legal framework within which it operates,
 - documents the policies that the board has decided upon to meet its legal and other responsibilities,
 - assists AT's leadership in delivering good governance,
 - allows communication of the board's policies and expectations to management,
 - sets out the functions and responsibilities of the board and of management,

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- provides guidance and comfort to stakeholders that the board has implemented robust governance processes; and
- encourages the board to focus on how it can continuously improve its governance processes for the benefit of AT.

Te hononga ki te “Statement of Intent 2023 - 2026”/ Alignment to Statement of Intent 2023 - 2026

6. The updated charter will assist the board to help the organisation deliver on the principles included in the Statement of Intent 2023 – 2026.

Me mōhio koe / What you need to know

7. The contents of the charter were reviewed against the:
- Local Government Act, 2002.
 - The Auckland Council Governance Manual Section 11, Council Controlled Organisations.
 - Governance and *Accountability of Council-Controlled Organisations*, a report prepared by the Controller and Auditor-General / Tumuaki o te Mana Oratake.
 - The Four Pillars of Governance Best Practice.
 - The AT Code of Conduct.
8. The proposed updated and amendments are reflected in the marked-up version of the charter, provided as Attachment 1.
9. The key proposed changes are as follows:
- Expanded the introduction to include the statement that AT has the powers, responsibilities, and roles of both a regional council and road controlling authority.
 - Included AT’s purpose and principles, its functions, delegated activities, climate-change commitment, ambition, and future vision and tied this back to the board by expanding on the opening sentence in the board commitment paragraph by stating that the board understands AT’s

purpose, principles and functions, supports its ambition and future vision and its commitment to Auckland Council’s climate change plan.

- Expanded the role of the board and responsibilities of the board to clearly define what its role is and expanded its responsibilities to note its commitment to achieve Auckland Council’s objectives as specified in the Statement of Intent.
- Included the quorum of the board, using the Local Government Act 2002, Schedule 7 (as noted in the Auckland Council Governance Manual) as guidance which states that, if the board consists of an even number of members, a quorum is half of its members, and if a board consists of an odd number of members, a quorum is a majority of members.
- Minor formatting updates and corrections for consistency.

Ngā ritenga-ā-pūtea me ngā rauemi / Financial and resource impacts

10. N/A.

Ka whaiwhakaaro ki te Tiakanga Taiao / Climate change and sustainability considerations

11. N/A.

Ngā whakaaweawe atu anō / Other impacts

Relationship	Consulted Y/N	Views and Perspectives Received
Māori	Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/>	
Elected members	Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/>	
Council Controlled Organisations	Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/>	

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Ā muri ake nei / Next steps

12. Following approval, the charter will be finalised for signature by the directors where after it will be published on AT's intranet and communicated to staff through internal communication channels.

Te whakapiringa / Attachment

Attachment #	Description
1.	AT Board Charter (marked-up version)
2.	AT Board Charter (final – for signature)

Te pou whenua tuhinga / Document ownership

Submitted by	Recommended by	Approved for submission
Andrew T Downie Governance Lead	Andrew T Downie Governance Lead	Dean Kimpton Chief Executive
		