

Position Description | Members – New Zealand Transport Agency

On behalf of the Minister of Transport, the Ministry of Transport is searching for three high-calibre candidates to serve as members of the New Zealand Transport Agency (NZTA).

NZTA is a Crown agent under the Crown Entities Act 2004, with responsibility for financial investments in, and the management and regulation of, the land transport system. It is governed by a Board of seven to nine members who are appointed by the Minister of Transport under the Land Transport Management Act 2003.

Competencies sought

The Board requires a full range of competencies across members to be effective. To be considered, candidates must be an experienced Board member or executive and possess competencies which complement those of existing Board members. They must bring an understanding of the complexity of operating within a modern transport system.

For these roles, the Minister is looking for individuals who can offer one or more of the following competencies to the Board:

- **investment and revenue** – deep understanding of funding and financing mechanisms, particularly the use of investment funding models, innovative funding and financing, and debt management to achieve a desired outcome. Experience working in or with international markets, or in the financing of major projects is desirable.
- **engineering, construction, planning and delivery** – experience in overseeing and delivering major infrastructure projects particularly as a lead contractor or part of an alliance/public private partnership model. The successful candidate must be able to demonstrate knowledge of the lifecycles of large infrastructure assets, their resilience and security, and their ability to respond to population needs over time. A qualification and experience in engineering or a related discipline is desirable, as is experience in transport engineering
- **an understanding of the workings of Central and Local Government** – including how decisions are made, the context in which decisions are made, and the importance of these relationships for delivery of NZTA's functions.
- **people, culture, and leadership capability** – experience in building or overseeing the development of highly engaged and capable workforces, alongside shaping a high-performance organisational culture
- **procurement** – experience of contract management of large-scale construction contracts
- **digital enablement and transformational change** – knowledge of digital systems and experience in utilising smart investments to drive organisational efficiencies.
- **an understanding of the role The Treaty of Waitangi plays in the transport sector**
- **an awareness of how organisations should perform effectively and prudently within a given cost envelope**
- **strategy and culture** – contribute to and drive strategy formulation, direction, implementation and communication and ensure development of organisational culture based on the vision and strategy
- **judgement and critical thinking** – demonstrated experience of exercising judgement and critical thinking, preferably within a regulatory environment. In addition, you should be an

active listener, open thinker, and be able to draw from your own personal experiences to contribute towards discussions at the Board table

- **able to work collaboratively to reach consensus** – demonstrated understanding of the individual and collective duties Boards possess (particularly within a Crown context), and an ability to reach a collective decision as a Board while respectfully and constructively evaluating each other's personal views on a matter. Accepts the need for collective responsibility for the final decision reached.

In addition, the Minister of Transport expects the Board collectively to possess the following competencies. Candidates will be expected to demonstrate experience or understanding in one or more of these competencies:

- **governance and strategy** – experience in governance, preferably in both the public and private sectors, with the ability to ask the right questions of management, distinguish between governance and management, and understand and perform governance functions. The successful candidate will be able to engage with a range of stakeholders, deliver on Government policy and direction and have a clear understanding of the role of a governor.
- **the ability to navigate complex operating environments to deliver results** – this includes being able to manage competing and/or challenging priorities, as well as political and public policy factors.
- **regulation** – a strong understanding of regulatory functions and powers including senior experience in either a regulated industry or as a regulator. A deep understanding of the fundamentals of a modern regulator and the impact of regulation is required.
- **accounting (audit, risk and assurance)** – qualified accountant with proven audit, risk and assurance experience, including having chaired an audit committee. Must have experience overseeing or delivering risk management and assurance functions within large organisations.
- **resource management and consenting** – understanding of integrated land use planning and infrastructure development, including taking a systems perspective to integrating the built environment within the transport system.
- **stakeholder engagement, including iwi** – experience engaging with a large number of diverse stakeholders including fellow directors, management, key individuals, local government, transport sector and iwi in order to establish and maintain effective relationships.
- **knowledge of transport safety** – including actions underway towards achieving a zero-harm environment on New Zealand's roads, and the different levels of behavioural interventions to achieve safer practices across land transport modes.
- **health, safety and legal obligations** – an understanding of all the legislative requirements of directors and entities, in particular the Health and Safety at Work Act 2015 and ideally experience in embedding a health and safety culture within a complex organisation.
- **digitally competent (IT change programmes)** – knowledge of digital systems and experience in overseeing IT change management, assurance of change programmes.

Background to NZTA

NZTA's core functions (fully listed under section 95 of the Land Transport Management Act 2003) are:

- **planning the land transport networks:** influencing transport planning and partnering with approved organisations to invest in the transport system for desired results
- **investing in land transport:** partnering with approved organisations to invest in the land transport system for desired outcomes

- **managing the State highway network:** developing and managing the State highway network
- **regulation:** implementing the land transport regulatory framework to ensure safe access and the use of the land transport system
- **investigate and review accidents and incidents involving transport on land** in its capacity as the responsible safety authority, subject to any limitations set out in the Transport Accident Investigation Commission Act 1990
- **assist, advise, and co-operate with KiwiRail** in relation to KiwiRail's role in preparing each rail network investment programme.

The Land Transport Management Act 2003 further outlines NZTA's statutorily independent functions, which are to:

- develop and approve the National Land Transport Programme (NLTP) to give effect to the direction and priorities in the GPS
- approve activities as qualifying for payment from the National Land Transport Fund (NLTF)
- approve procurement procedures for land transport activities
- issue or suspend any land or rail transport document or authorisation
- enforce any provisions relating to its functions.

Background to the role

The Board has the following responsibilities:

- setting the strategic direction for NZTA to ensure that it has the right capability to effectively deliver its core roles and functions
- appointing the Chief Executive and holding management to account for the delivery of Government priorities and the organisation's core functions
- providing oversight of NZTA's operational activities to support the efficient operation of the land transport system, including management and maintenance of the State highway network
- providing oversight and management of the land transport investment system, including providing stewardship and oversight of the NLTF
- developing the NLTP to give effect to the Government's transport priorities set through the GPS
- giving effect to the responsibilities as a regulator of the land transport system to ensure that NZTA operates as a modern, risk-based regulator that is effectively targeting risk across the land transport system, including regulation of commercial transport operators, rail, vehicle certification, driver licensing and speed management.
- appointing the Director of Land Transport
- ensuring NZTA has robust risk and assurance processes across the delivery of NZTA's core functions and activities, including delivery undertaken by its contractors, suppliers and approved organisations
- making significant planning, investment, and funding decisions
- influencing and contributing to the land transport sector, including supporting urban development, regeneration, and land use planning
- overseeing the development and delivery of major land transport infrastructure.

Board members are appointed for a term of up to three years. The Board meets monthly from February to December, and the four Board committees meet every two to three months. Board members are expected to work approximately 30 days a year.

Board fees are set according to criteria in the Cabinet Fees Framework. NZTA is classified as a Group 3a Level 1 General Governance Board. Accordingly, members are entitled to receive an annual fee of \$39,270.

NZTA as a Crown Entity

The Crown Entities Act 2004 provides a framework for Crown entity governance and accountability, including responsibilities of board members, disclosure of interests, and the roles of Ministers. It is available at <http://www.legislation.govt.nz>.

Board members are subject to the collective and individual duties of members set out in sections 58 and 59 of the Crown Entities Act. The collective duties of board members are to ensure the board's functions are performed efficiently, effectively, and consistently in the spirit of the public service, and in a financially responsible manner. The individual duties of board members are:

- to act with honesty and integrity
- to act in good faith and not at the expense of the entity's interests
- to act with reasonable care, due diligence and skill
- not to disclose or make use of information that would otherwise not be available to them.

Section 30(2) of the Crown Entities Act 2004 sets out the criteria for disqualification from membership of a Crown entity board.

Further information on how the relationships between Crown entities, Ministers, and departments work in practice can be found on the Public Service Commission's website (<https://www.publicservice.govt.nz/guidance/it-takes-three-operating-expectations-framework-for-statutory-crown-entities/>).

Board members are also expected to comply with the *Code of Conduct for Crown Entity Board Members*, issued by the Public Service Commissioner under section 17(3) of the Public Service Act 2020. The Code of Conduct outlines the principles and behaviours expected from individuals to ensure our entities retain the trust and confidence of New Zealanders. These principles include: acting in the spirit of service; acting with honesty and integrity; as well as acting impartially, lawfully and in a politically neutral manner. A copy of the Code of Conduct can be found here: <https://www.publicservice.govt.nz/guidance/code-of-conduct-for-crown-entity-board-members/>.

Appointment process

The process for appointing to a Crown entity board can take up to three months after the closure of applications. The process for this appointment round consists of the following stages:

- **Nominations:** the Ministry will seek nominations on the Minister's behalf.
- **Shortlisting of applications/nominations:** the Ministry will liaise with the Chair and advise the Minister on the applications received, who then selects candidates for interviews. Shortlisted candidates will be asked to disclose interests and certify that they are not disqualified from being a member.
- **Interviews:** a panel will be convened to interview candidates in person or online.
- **Due diligence:** the Ministry will undertake due diligence (covering public profile, credit,

qualification, criminal, and reference checks) to assess the recommended candidates' suitability for appointment. The Ministry may request that the New Zealand Security Intelligence Service conducts national security screening of the candidate as part of the appointment process.

- **Recommendation to the Minister:** the Ministry will brief the Minister on the outcome of the interviews and recommended candidate(s).
- **Consultation:** once the Minister has selected the candidate(s) who they consider best meets the needs of the Board, they will consult colleagues and other coalition parties as appropriate.
- **Cabinet process:** if there are no issues following due diligence and consultation, the Minister will raise an appointment proposal for discussion by the Cabinet Appointments and Honours (APH) Committee and Cabinet.
- **Appointment by the Minister:** depending on the outcome of Cabinet and Cabinet Committee discussions.

Expressions of Interest

To apply for the role, please apply through the Treasury database at <http://www.boardappointments.co.nz>, and include a copy of your full Curriculum Vitae by 9.00 am on 27 May 2024.

If you require further information, please email boardappointments@transport.govt.nz.



Mary-Anne Macleod
s 9(2)(a)

Dear Mary-Anne

Appointment as member of the New Zealand Transport Agency

I am pleased to appoint you as a member of the New Zealand Transport Agency (NZTA or the Agency) Board, for a term commencing on 1 November 2024 and ending on 31 October 2027. Please confirm your acceptance of this appointment in writing as soon as possible.

Your appointment is made under section 98 of the Land Transport Management Act 2003 and section 28(1)(a) and Schedule 5 of the Crown Entities Act 2004. A copy of the notice appointing you, which will appear in the *New Zealand Gazette*, is attached for your information.

Responsibilities and Conflicts of Interest

The main legislation relevant to your role is the Land Transport Management Act 2003, the Land Transport Act 1998 and the Crown Entities Act 2004 and I encourage you to familiarise yourself with this legislation. A key element of your obligations is the need to maintain confidentiality with regard to the Board, and Board committee, discussions, and decisions.

As per section 26 of the Crown Entities Act 2004, you must comply with the Board's collective duties (described in sections 49 to 52), your individual duties as a member (sections 53 to 57), and any directions applicable to the Board under section 103. You are accountable to me for performing your duties as a member of the NZTA Board.

Your appointment is made on the basis that you have certified that you are not disqualified from being appointed and that you do not have any unmanageable conflicts of interest. I note that the following disclosures have been made in respect of your appointment:

- You disclosed your existing governance roles, as well as your independent consultancy.

Directors are required by law not to place themselves in a position of a conflict of interest other than to the extent allowed under the Companies Act 1993 and the Crown Entities Act 2004. I expect you to follow the NZTA Board's standard processes of declaring and managing any conflicts of interest that may arise during your tenure.

The Government expects a no surprises approach is taken. Should you find yourself in a position where you have, or are likely to be subject to, negative media scrutiny, legal proceedings or any other event that may reflect negatively on yourself, NZTA, or myself, I expect you to inform the Ministry of Transport and I immediately.

Code of Conduct

As a member of a Crown Entity Board, you are expected to comply with the *Code of Conduct for Crown Entity Board Members*, issued by the Public Service Commissioner under section 17(3) of the Public Service Act 2020. The Code of Conduct outlines the principles and behaviours expected from individuals to ensure our entities retain the trust and confidence of New Zealanders. These principles include acting in the spirit of service; acting with honesty and integrity; as well as acting impartially, lawfully and in a politically neutral manner.

I expect you to have read the Code of Conduct, and to comply with it in the course of your duties. A copy of the Code of Conduct is provided with this letter.

Continuation

As per section 32(2) of the Crown Entities Act 2004, you may be reappointed to the NZTA Board. Section 32(3) and Schedule 5 enables you to continue in office as member despite the expiry of your term until you are either reappointed, or a successor is appointed to your position, or you are informed by written notice that you will not be reappointed, and no successor will be appointed.

Resignation

As per section 44 and Schedule 5 of the Crown Entities Act 2004, should you wish to resign from office prior to the end of your term, you will need to provide written notice to me with a copy to NZTA. The resignation would be effective on my receipt of the notice, or at any later time specified in the notice.

Removal

As per section 36 and Schedule 5 of the Crown Entities Act 2004 I may, at any time and entirely at my discretion, remove you as member of the NZTA Board. The removal would be made by written notice to you, with a copy to NZTA.

Remuneration

As member of the NZTA Board, you will receive an annual fee of \$39,270. You are also entitled to be reimbursed for any expenses incurred from attending meetings or undertaking any other agreed work. The Board's secretariat will be able to assist you with claims and any taxation matters.

Contact at the Ministry of Transport

Your contact at the Ministry of Transport is Jono Reid, Principal Adviser, Crown Entity Monitoring. His phone number is s 9(2)(a) and his email address is j.reid@transport.govt.nz. The Ministry looks forward to working with you.

Thank you for taking this position and I look forward to working with you.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Simeon Brown', with a long horizontal flourish extending to the right.

Hon Simeon Brown
Minister of Transport

Enclosed: *Gazette* Notice
 Code of Conduct

cc Audrey Sonerson, Chief Executive, Ministry of Transport
 Hon Simon Bridges, Chair, New Zealand Transport Agency
 Nicole Rosie, Chief Executive, New Zealand Transport Agency



Mike Rudge
s 9(2)(a)

Dear Mike

Appointment as member of the New Zealand Transport Agency

I am pleased to appoint you as a member of the New Zealand Transport Agency (NZTA or the Agency) Board, for a term commencing on 1 November 2024 and ending on 31 October 2027. Please confirm your acceptance of this appointment in writing as soon as possible.

Your appointment is made under section 98 of the Land Transport Management Act 2003 and section 28(1)(a) and Schedule 5 of the Crown Entities Act 2004. A copy of the notice appointing you, which will appear in the *New Zealand Gazette*, is attached for your information.

Responsibilities and Conflicts of Interest

The main legislation relevant to your role is the Land Transport Management Act 2003, the Land Transport Act 1998 and the Crown Entities Act 2004 and I encourage you to familiarise yourself with this legislation. A key element of your obligations is the need to maintain confidentiality with regard to the Board, and Board committee, discussions, and decisions.

As per section 26 of the Crown Entities Act 2004, you must comply with the Board's collective duties (described in sections 49 to 52), your individual duties as a member (sections 53 to 57), and any directions applicable to the Board under section 103. You are accountable to me for performing your duties as a member of the NZTA Board.

Your appointment is made on the basis that you have certified that you are not disqualified from being appointed and that you do not have any unmanageable conflicts of interest. I note that the following disclosures were made in respect of your appointment:

- Your role as the Chair of Intelligent Transport New Zealand
- Your role as a consultant to and director of FETC International (FETCi) Ltd, a new business established in NZ in July 2024 to bring Taiwanese tolling services to NZ.
- Your role as an independent consultant and that you have contracted to NZTA in the past.
- You also hold several investments in transport and infrastructure firms, including: Fletcher Building, Infratil, Works Infrastructure Ltd, ERoad, Freightways and, Mainfreight and Spark.

In order to take on this appointment, it was agreed that you would resign from your positions on Intelligent Transport New Zealand, and FETCi Limited (both as director and consultant), that you would not seek or take on any new consultancy assignments that would conflict with your role as a member of the Agency's Board, and that you would divest all of the disclosed shares except Spark NZ. As part of confirming this appointment, please confirm that you have undertaken these actions.

Directors are required by law not to place themselves in a position of a conflict of interest other than to the extent allowed under the Companies Act 1993 and the Crown Entities Act 2004. I expect you to follow the NZTA Board's standard processes of declaring and managing any conflicts of interest that may arise during your tenure.

The Government expects a no surprises approach is taken. Should you find yourself in a position where you have, or are likely to be subject to, negative media scrutiny, legal proceedings or any other event that may reflect negatively on yourself, NZTA, or myself, I expect you to inform the Ministry of Transport and I immediately.

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Thank you for taking this position and I look forward to working with you.

Yours sincerely



Hon Simeon Brown
Minister of Transport

Enclosed: *Gazette Notice*
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cc Audrey Sonerson, Chief Executive, Ministry of Transport
 Hon Simon Bridges, Chair, New Zealand Transport Agency
 Nicole Rosie, Chief Executive, New Zealand Transport Agency