

Minutes of the meeting of the Board

8.30am – 4.46pm | 20 November 2025

Venue: NHC, 161 Victoria Street, Wellington

Present:

Chris Black (Chair)

Ruth Dyson

Alastair Hercus

Fiona Wilson

Scott Lewis

Erica Seville

Andrea Brunner

Apologies:

In attendance:

Tina Mitchell, Chief Executive

Chris Chainey, Chief Financial Officer

Catherine Taylor, Chief People Officer

Jo Horrocks, Chief Resilience Officer

Rob Hodgson, Chief Data Officer

Michala Beacham, Chief Strategy Officer

Kate Tod, Chief Recovery Officer

Hamish Wall, Chief Canterbury Officer

Zoe Morley, Director OCE

s9(2)(a) , Minutes

The meeting was declared open at 8.30am

	Agenda items & key discussion points	Actions required	Responsibility and due date
Section 1- Board Governance			
<i>Commissioners joined the meeting at 8.30am</i>			
1.1	Board only time		
<i>Tina Mitchell at 8.56am</i>			
1.2	CE only time		
<i>Zoe Morley s9(2)(a) joined the meeting at 9.15am</i>			
1.3	Present and apologies No apologies were noted.		
1.4	Interest Register/Conflicts of Interest Alastair Hercus has joined the Board of the Stroke Foundation. The Commissioners discussed:		

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	<ul style="list-style-type: none"> • Andrea Brunner met with s9(2)(a) of MAS) in November 2025. The meeting was in relation to other work connections and no matters relating to NHC Toka Tū Ake were discussed • Scott Lewis met with s9(2)(a) Guy Carpenter on 13 November 2025, as Chair of the Loss Modelling and Risk Financing Committee. Topics discussed: market conditions, alternative risk transfer mechanisms, the timing of the upcoming reinsurance broker tender process and publicly available information on the NHC Toka Tū Ake reinsurance programme • Alastair Hercus' previous membership of the MAS Board between 2010 and 2020 which does not give rise to a conflict of interest in relation to item 3.2 (discussed below) • Erica Seville's role as the Independent Chair of the group that oversaw the earthquake-prone building system review (management update provided at item 5.2 discussed below). 		
1.5	<p>Confirmation of Board Minutes</p> <p>The minutes of 25 September 2025 were approved as true and correct with minor amendments.</p>		
1.6	<p>Matters arising</p> <p>The Commissioners agreed that it is important, as we approach the five-year anniversary of go-live, to note when the NDRM model is deemed 'mature'. This will be described by an overarching statement and specific actions.</p> <p>a) the NDRM will be deemed 'mature' when:</p> <ol style="list-style-type: none"> i. the originally agreed scope of the NDRM (as defined in the multi-lateral NDRA and related Data Agreement) has been delivered and is running well operationally, such that NHC Toka Tū Ake has confidence that it will scale up as expected in response to the next large natural disaster event in New Zealand, in whatever form that presents itself. 		

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	<p>a) approved the proposed approach for an internal Board effectiveness evaluation using the survey and timeline outlined, including the appointment of s9(2)(a) as the external facilitator</p> <p>b) noted questions will be added to the survey around determining purpose and what the Board is seeking to achieve.</p> <p>Part B: Board committees</p> <p>c) noted the outcomes of the annual committee reviews and the focus areas for 2026</p> <p>d) approved a revision, with minor updates, to the Board Charter to convert the Loss Modelling and Risk Financing Committee (MoRF) into the Capital Management Committee (CMC) as at 20 November 2025</p> <p>e) approved a revision to the Audit & Risk Committee (ARC) Charter to reflect an increased focus on NDRM assurance</p> <p>f) agreed to conclude the operation of the Loss Modelling and Risk Financing Committee (MoRF) with the retirement of that charter as at 20 November 2025</p> <p>g) approved the new charter for CMC as at 20 November 2025</p> <p>h) noted that the new CMC charter transfers previous MORF responsibilities to the CMC, as well as new responsibilities relating to the Statement of Investment Policy and Objectives, the Working Capital Policy and the Reinsurance Management Statement</p> <p>i) approved Scott Lewis as the Chair of the CMC and noted the membership of the CMC will be the same as MoRF until the Board discusses committee membership at the April 2026 Board meeting</p> <p>j) approved the minor update to the Board Governance Manual to reflect the change from the Loss Modelling and Risk Financing Committee to the Capital Management Committee</p> <p>k) noted there are no proposed changes to the PCGC Charter (only review date updates)</p>		

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	l) noted there are no proposed changes to the ELT Charter (only review date updates).		
<p><i>Michala Beacham joined the meeting at 11.04am</i> <i>Kate Tod joined at 11.06. Hamish Wall joined at 11.12am</i></p>			
3.2	s9(2)(h), s9(2)(j)		
<p><i>Michala Beacham, Kate Tod and Hamish Wall left the meeting at 11.24am</i> <i>The Board took a break from 11.25am to 11.45am</i> <i>Chris Black and Tina Mitchell departed the meeting at 11:25am to meet with the Minister.</i> <i>Ruth Dyson assumed the role of Acting Chair at 11.45 am</i> <i>Catherine Taylor joined the meeting at 11.45am</i></p>			

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2.1	<p>Health, Safety, Security and Wellbeing Quarterly Update</p> <p>The Board:</p> <ul style="list-style-type: none"> discussed two new incidents of potential mould and asbestos exposure despite all NHC Toka Tū Ake processes being followed noted there is an inherent risk of encountering environmental hazards at building sites if occupiers do not identify these in advance, and that management is leading a project into the risk around asbestos noted that the new reporting format works well, and management is encouraged to consider how targets are described and set, and the supporting commentary for the next quarter. <p>The Board:</p> <ol style="list-style-type: none"> noted the proactive remedial steps taken by management in response to a slight increase in non-compliance with safety procedures over the last 12 months noted the work underway to implement the updated list of critical risks and overlapping duties, and discussed and provided feedback on the update in the quarterly HSSW report for the period from July - September 2025 and the revised format. 	Critical risks controls and metrics in place for new critical risks	Catherine Taylor 30 June 2026
<i>Rob Hodgson joined the meeting at 12.21pm</i>			
3.1	<p>Significant procurement items requiring Board approval or visibility</p> <p>The Board:</p> <p>Part A: The Instillery Group (TIG)</p> <ol style="list-style-type: none"> approved the recommendation to engage TIG to provide support, enhancement, and associated services of the I&A Platform for a maximum contract term of five years and an estimated spend of s9(2)(b)(ii) delegated to the Chief Executive the authority to sign the contract with TIG 		

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	<p>Part B: M365 financial delegations to support Co-pilot rollout</p> <p>c) approved the increase in contract value of the M365 agreement s9(2)(b)(ii) over the term of the agreement s9(2)(b)(ii)</p> <p>d) delegated authority to the Chief Executive to sign the relevant Microsoft contract documents</p> <p>Part C: HRIS project</p> <p>e) approved removal of the Dayforce recruitment module from the phase 1 scope of the HRIS replacement project, a scope change from the Business Case presented to Board in June 2025</p> <p>f) noted that the Dayforce recruitment module may be considered further during phase 2: Discovery & Enhancements, subject to funding</p> <p>g) noted a timeline extension of 14 weeks, including a revised implementation date of 1 October 2026 instead of 1 July 2026 to support additional analysis and testing activity</p> <p>s9(2)(i)</p>		
<p><i>Catherine Taylor and Rob Hodgson left the meeting at 12.38pm</i></p> <p><i>The Board took a break from 12.38pm to 1.05pm</i></p> <p><i>Chris Chainey, Michala Beacham and Catherine Taylor joined the meeting at 1.06pm</i></p>			
5.1	<p>Corporate policies requiring Board approval</p> <p>The Board noted a management review is underway to determine if all 59 current corporate policies are necessary, to identify the appropriate approver, and to consider merging or replacing some policies with guidelines or procedures. Any proposed changes will be presented to the Audit & Risk Committee in March 2026 for discussion before a recommendation goes to the Board.</p> <p>The Board:</p>		

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	<ul style="list-style-type: none"> a) approved the updated Participation of Reinsurers and Reinsurance Brokers policy, including the proposed extended review frequency b) approved the updated Media Policy c) approved the updated Bullying and Harassment Policy d) approved the updated Diversity and Inclusion Policy e) approved the updated Managing Unreasonable Conduct Policy f) approved the updated Employee Wellbeing Policy g) approved the updated Commissioner Development Policy h) approved the new Overlapping Duties Policy, requesting the elevation of the policy be reviewed on the next review i) approved the updated Internal Audit Charter j) approved amending the Delegations Framework to align current differences between operating expenditure limits for Tier 3 roles and their limits for contracts k) approved amending the Delegations Framework delegations to allow reasonable charges for an OIA request, subject to an update to OIA policy to make it clear that no charges would be made for enquiries by homeowners about their own home. 		
<p><i>Michala Beacham and Catherine Taylor left at 1.19pm</i> <i>Tina Mitchell and Chris Black joined the meeting at 1.24pm</i></p>			
4.2	<p>Public Benefit Entity International Financial Reporting Standards (IFRS) 17 requirements</p> <p>The Board:</p> <ul style="list-style-type: none"> a) approved the NHC Toka Tū Ake PBE IFRS 17 accounting policy document b) approved the comparative version of the 30 June 2025 Insurance Liability Valuation Report (ILVR), prepared under PBE IFRS 17 c) approved the comparative version of the opening Balance Sheet as at 1 July 2025, prepared under PBE IFRS 17. 		

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<i>Hamish Wall, Rob Hodgson, Kate Tod, Michala Beacham, Jo Horrocks, Catherine Taylor joined the meeting at 1.28pm</i>			
4.1	<p>CE report</p> <p>The Board discussed:</p> <ul style="list-style-type: none"> the Wellington event simulation currently being planned within the Readiness portfolio, noting it will focus on the role of NHC Toka Tū Ake and NDRM insurers over several post-event horizons and will include Board engagement guidance from EY to remove milestone-based measures from the future Statements of Performance Expectations. <p>The Board:</p> <p>a) noted the CE report</p> <p>b) noted the Balanced Scorecard.</p>		
<p><i>Kate Tod, Michala Beacham, Jo Horrocks, Catherine Taylor, Chris Chainey, Hamish Wall and Rob Hodgson left the meeting at 2.20pm</i></p> <p><i>The Board took a break from 2.24pm to 2.34pm</i></p> <p><i>Jo Horrocks joined the meeting at 2.34pm</i></p>			
<p><i>Board agenda item 5.2 from the agenda for 21 November 2025</i></p>	<p>Implications of the Earthquake-Prone Building (EPB) System Reform</p> <p>The Board discussed:</p> <ul style="list-style-type: none"> Erica Seville’s role as the Independent Chair of the group that oversaw the Earthquake-Prone Building system review does not present a conflict for this information update from management the importance of staying connected to this work support for working with agencies around what could replace the building quake rating system. <p>Resilient Buildings</p> <p>The Board:</p> <p>a) noted the Government’s proposed reforms to the Earthquake-Prone Building (EPB) System</p> <p>b) noted the likely implications for the resilience of the built environment and for NHC’s portfolio, including</p>		

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	<p>increased expected seismic losses and data gaps following retirement of %NBS</p> <p>c) noted the potential opportunities for NHC to engage constructively in system-support work (e.g. apartment-owner assistance and replacement of %NBS metrics).</p>		
6.1	<p>Resilience strategy update</p> <p>The Board:</p> <p>a) noted progress delivering the Resilience Strategy and associated strategic work programme, including early system-level outcomes, and</p> <p>b) noted that all relevant Enterprise Business Plan and Statement of Performance Expectations measures remain on track for delivery.</p>		
6.4	<p>Monthly performance dashboard</p> <p>The Board:</p> <p>a) noted the dashboard.</p>		
6.4.1	<p>NDRM performance report</p> <p>The Board:</p> <p>a) noted the dashboard.</p>		
<i>Rob Hodgson joined the meeting at 3.32pm</i>			
6.2	<p>Loss modelling strategy update</p> <p>The Board discussed:</p> <p>s9(2)(ba)(ii)</p> <p>The Board:</p> <p>a) noted the six-monthly loss modelling progress update.</p>		
<i>Jo Horrocks left at 3.58pm</i>			
6.3	<p>Data and digital strategy update</p> <p>The Board:</p> <p>a) noted the progress made in delivering the Data & Digital Strategy.</p>		
<i>Rob Hodgson left the meeting at 4.17pm</i>			

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6.5	<p>Financial reporting – September 2025</p> <p>The Board:</p> <p>a) noted the following comments on the September 2025 financial performance:</p> <ul style="list-style-type: none"> • The reported surplus for the month was \$30.0 million, favourable to month budget by +\$7.4 million. This result was largely driven by: <ul style="list-style-type: none"> ○ net levy revenue above budget (+\$2.7 million) ○ underwriting movements below budget (+\$4.1 million) ○ operating costs slightly below budget (+\$0.2 million). • Bank & Investments held at 30 September 2025 were \$622 million (Natural Hazard Fund \$587 million and Non-fund cash \$35 million). • NHF investments were compliant with all requirements at 30 September 2025. 		
6.6	<p>Verbal updates by Board committee Chairs</p> <ul style="list-style-type: none"> • PCGC – the October 2025 PCGC meeting focused on the remuneration approach for 2026, talent and succession planning, diversity and inclusion and lessons from a speak up case. The committee trialled using ARCA, a decision-making process, for one of the papers • ARC – the key focus for the November 2025 meeting was IFRS 17. The committee also discussed the report from EY on management control observations following the annual audit, progress on internal audits and the risk environment of NHC Toka Tū Ake, with work ongoing to improve the dashboards • MoRF – the October 2025 MoRF meeting focused on loss modelling and ongoing efforts to improve the effectiveness of relationships, the annual performance review of the reinsurance broker and the risk transfer programme. 		

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6.7	<p>Correspondence</p> <p>The correspondence was noted.</p>		
7.1	<p>Any other business</p> <p>Noted the location for the February Board meeting will be in Auckland.</p>		
<p><i>Tina Mitchell, Zoe Morley and s9(2)(a) left the meeting at 4.36pm.</i></p>			
7.2	<p>Reflections</p>		
7.3	<p>Karakia</p>		
<p>Meeting closed at 4.46pm</p>			
<p>The next Board meeting is scheduled for 24 February 2026, PwC, Auckland. These minutes are signed as a true and correct record.</p> <p>_____ Date Chris Black Board Chair</p>			