



- act as an agent of the University, or make warranties or representations on the part of the University without authority;
 - commit University resources into contractual obligations with other parties without University authority;
 - enter into joint ventures without prior University permission;
 - provide loans or benefits to directors or trustees, other than director fees (if any);
 - invest funds except in accordance with University policy;
 - mortgage or charge assets without University consent;
 - dispose of intangible assets without University consent
- Restrictions or special requirements apply relating to the disposal of assets;
 - Where the entity is a company and has University employees or council members as company directors, the constitution should allow for an exception to the best interests rule of the Companies Act 1993, and include explicit permission for directors to, if and when the need arises, act in a manner which they believe is in the best interests of the University.
 - A requirement for the constitution of a company which is a controlled entity to be reviewed and reapproved by Council at least every 5 years.
 - Such other matters as may be determined by Council.

3.3 Where University authority, permission or consent is required for any specific activity listed in section 3.2 above, such authority, permission or consent must be approved by Council

3.4 Appointment of directors of controlled entities will be made by the Vice-Chancellor, unless otherwise directed by Council or in circumstances where the Vice-Chancellor is likely to be appointed into such roles.

3.5 Once the establishment and constitution of the controlled entity has been approved by Council, the Board must ensure that the controlled entity operates within a system of internal control that ensures the highest standard of decision-making and management.

4.0 Reporting

4.1 Each controlled entity must report annually to Council, whether independently or within the consolidated reporting of their parent entity, as applicable. The report must include:

- a) An account of the previous year's performance against targets and objectives set;
- b) An outline of the entity's activities and intentions for the next three years;
- c) Performance objectives and targets for the year ahead; and
- d) Statement regarding the entity's legislative compliance review outcomes.

Definitions:

Associated entity: means an entity over which the University has influence (but not control) by virtue of investment or decision-making ability.

Board: means the Board of a Massey University controlled entity.

Company: means a legal entity established in New Zealand under the Companies Act 1993.

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Constitution: means the company constitution of the Controlled Entity. Alternatively, it means the founding document such as a Trust Deed (in case of a Trust), Rules (in the case of an Incorporated Society) or Partnership Agreement.

Controlled Entity: means organisations which are separate entities to the University, but are characterized by the University having control through its capacity to dominate decision making, directly or indirectly, in relation to financial and operating policies of the entity. Such entities may be companies, trusts, incorporated societies or partnerships.

Council: means the Council of Massey University.

Director: means a person who has capacity to influence in a material way the financial, operational and/or policy direction of the controlled entity whether appointed to a position of director of a company, a trustee of a trust, or a partner of a partnership, or office bearer of an association whether incorporated or not.

Statement of Corporate Intent: in relation to a controlled entity means the agreement between the Council and the controlled e

Insurance Policy

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