

Janine Laurel Smith

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BOARD AND DIRECTOR EXPERIENCE

CURRENT DIRECTORSHIPS

KENSINGTON SWAN LEGAL – INDEPENDENT DIRECTOR SINCE 2011

Kensington Swan is a full service firm with offices in Auckland and Wellington offering legal advice across all areas of law.

ASUREQUALITY LIMITED - CHAIRMAN SINCE 2010

Member of the Remuneration Committee.

AsureQuality provides food safety and bio-security services to the food and primary production sectors locally and across global supply chains. AQ was created in 2007 through the merger of ASURE NZ and AgriQuality Ltd and is a State-Owned Enterprise.

STEEL AND TUBE HOLDINGS LIMITED -DIRECTOR SINCE 2010

Member of the Audit Committee. Member of the Safety and Environmental Committee. Member of the Remuneration Committee.

NZ Steel and Tube is the largest distributor of steel and allied products in New Zealand and is listed on the NZX Top 50 with revenues in excess of NZ\$500 million.

THE WAREHOUSE GROUP LIMITED - DIRECTOR SINCE 2006

Chair of the Remuneration, Talent and Nomination Committee. Chair of the Governance Committee.

TWL is New Zealand's largest non-food retail company with sales of over NZ\$2.00billion. TWL is listed on the NZSX and ASX. As at June 2006 the NZX valued TWL at NZ\$1.52billion.

FONTERRA GOVERNANCE DEVELOPMENT COMMITTEE – TO DEVELOP A POOL OF SHAREHOLDER FARMER DIRECTORS FOR NEW ZEALAND'S LARGEST COMPANY - MEMBER SINCE 2010

MASSEY UNIVERSITY COLLEGE OF BUSINESS - ADVISORY BOARD - MEMBER SINCE 2007

CROWN OWNERSHIP MONITORING UNIT DIRECTOR SCREENING PANEL- FOR SCREENING OF POTENTIAL DIRECTORS FOR STATE OWNED ENTERPRISES AND CROWN RESEARCH INSTITUTES - MEMBER SINCE 2001

PREVIOUS DIRECTORSHIPS AND GOVERNANCE RELATED

KORDIA GROUP LIMITED – DIRECTOR SINCE 2004 - 2011. DEPUTY CHAIR SINCE 2009

Member of the Audit and Finance Committee. Member of the Remuneration Committee.

Transmission Holdings Limited changed its name to Kordia Group Limited in November 2006. THL was previously the transmission business of TVNZ and is a State-Owned Enterprise. Kordia Group has operations in both NZ and Australia and offers services to broadcast, telecommunications and enterprise IT markets.

MCLARENS YOUNG NEW ZEALAND LIMITED – CHAIRMAN AND FIRST INDEPENDENT DIRECTOR – 2006 - 2012

Member of the Audit Committee. Member of the Remuneration Committee.

MYNZ is one of the leading Loss Adjusting and Claims Management Services Companies in New Zealand, with a national franchise operation network of 23 offices. MYNZ is associated with McLarens Young International and the franchisees operate under this name.

VENTURE TARANAKI TRUST – TRUSTEE 2004 - 2008

Venture Taranaki is a single provider organisation focused on delivering economic growth services including tourism to the Taranaki region. An acknowledged leader in regional development initiatives and programmes in NZ with the region achieving the highest economic growth in 2004/2005. New Plymouth was also voted the Top Town in New Zealand to Live, Love, Work and raise a family by North & South Magazine in 2008.

BANK OF NEW ZEALAND LIMITED – DIRECTOR 2005 - 2008

Member of the Audit and Finance Committee.

BNZ is a member of the National Australia Bank Group one of the world's largest financial services groups with assets in Australia, Asia, the United Kingdom and New Zealand. As at June 2006 the NZX estimated value of BNZ was NZ\$9.2billion. NAB the parent company is listed on the ASX.

CUSTOM FLEET NEW ZEALAND LIMITED – CHAIRMAN 2006

Custom Fleet is New Zealand's largest vehicle fleet leasing company. It forms part of an Australian and United Kingdom group that was previously part of the NAB Group. Custom Fleet was sold to General Electric in July 2006.

AIRWAYS CORPORATION OF NEW ZEALAND LIMITED - DIRECTOR 1999 -2006. DEPUTY CHAIR SINCE 2002

Member of Audit and Finance Committee. Member of Remuneration Committee.

Airways NZ provides air traffic control and navigation services in New Zealand and environs. Airways is a State- Owned Enterprise and the only worldwide profitable ANS provider and is regarded as the leader in world best practice.

AUCKLAND PHILHARMONIA ORCHESTRA - MEMBER BOARD OF ADVISORS 2001-2002. DIRECTOR 2003-2004

The largest co-operatively run orchestra in New Zealand.

UNIVERSITY OF AUCKLAND GRADUATE BUSINESS SCHOOL - ADVISORY BOARD - EXECUTIVE SHORT COURSES - MEMBER 1996-2009

UNIVERSITY OF AUCKLAND NEW ZEALAND GOVERNANCE CENTRE - ADVISORY BOARD - MEMBER 2009-2011

NEW ZEALAND BUSINESS EDUCATION ROUNDTABLE – MEMBER 2002-2006

Membership of Vice-Chancellors of the University Business Schools and external business people to provide 'united voice' to Government and external parties on tertiary education.

COMMONWEALTH SECRETARIAT

Presenter on Corporate Governance and Strategy for Commonwealth Association for Corporate Governance (CACG) in Pacific Islands and Malaysia (2002 and 2003).

REVIEWING OF TERTIARY DEGREES**New Zealand Qualifications Authority**

Member of the NZQA panel for Approval and Accreditation of UNITEC Master of Business and Postgraduate Diploma in Business (2003).

Massey University

Member of External Advisory Team reviewing Bachelor of Business Studies degree at Massey University College of Business (2001/2002).

PROFESSIONAL AND BUSINESS RELATED EXPERIENCE**MASTERS IN GOVERNANCE** (MPHIL HONOURS - FIRST CLASS)

2008 – 2010

Master of Philosophy - TOPIC – Directors' insights from inside the boardroom: A New Zealand perspective.

For access to Thesis: <http://aut.researchgateway.ac.nz/handle/10292/1050>

THE BOARDROOM PRACTICE LIMITED

PRINCIPAL 2003 - PRESENT

The Boardroom Practice Limited is focussed on improving Corporate Governance in New Zealand and Asia/Pacific through working with companies, government entities and in business sectors.

Examples of work undertaken as Principal:

- Major review of Native Land Trust Board in Fiji, (owners of over 85% Fiji Land).
- Governance and Organisational Structural Review, and Stakeholder Communications Reviews of Watercare, The Edge and the Property Enterprise Board for the Auckland City Council, New Zealand's largest Council.
- Presenter in Governance training courses with University of Auckland, University of Otago, Massey University, Auckland City Council, Waitakere City Council, Te Puni Kokiri, Fonterra Shareholder Council, Ministry of Public Enterprises, Fiji, EEO (Equal Employment Opportunity) Trust .
- Board reviews for SOE's, SME's, NGO's, CCO's and sector body organisations and councils in NZ.

Refer website www.boardroompractice.co.nz

CORPORATE AND STRATEGIC INTERACTION LIMITED

PRINCIPAL 2002 - PRESENT

Working in private company established by my late husband in 1987 facilitating and advising on strategy, organisational change, organisational structures, human competencies, and business profitability.

From 2004-2007 focus was in facilitating and implementing strategic change, organisational restructuring and performance management and monitoring for leading organisations in Fiji. Fiji Housing Authority, Airports Fiji Limited and Fiji National Provident Fund (F\$3.5 billion).

Also through this company Janine now undertakes mentoring for senior management, directors and chairs.

ARNOTT'S OF NEW ZEALAND LIMITED – A SUBSIDIARY OF CAMPBELL FOODS USA.

1997 -2001

General Manager (CEO), Executive Director, Member of the Australasian Leadership Executive Team

Arnott's New Zealand Ltd with a then annual turnover of over \$85 million, was the number 2 biscuit brand in NZ's 3rd largest grocery category. In Australia Arnott's held the number one position.

Role was to manage the factory closure and implement change – from a manufacturing to a sales and marketing focussed organisation, with closer integration in to Australia, and to integrate Campbell Soup NZ into the Arnott's NZ business.

TELECOM CORPORATION LIMITED

1995 – 1997

Establishment of Xtra. - Online Services

Telecom Corporation is not only New Zealand's largest telecommunications company, but is also New Zealand's largest company as measured by market capitalisation in 2007.

When the Internet was at an early stage of commercial development, was one of a two-person team that Telecom Corporation established, to identify the likely impact and opportunities of the Internet, and then to develop a strategy for Telecom's entry into this market. This resulted in the creation of Xtra, which is now New Zealand's largest Internet Service Provider and accessed community web site.

TELECOM DIRECTORIES LIMITED

1990 – 1995

General Manager Sales and Marketing (COO), Executive Director, Member of Telecom Corporation Advertising and Communications team.

Telecom Directories was then a wholly owned subsidiary of Telecom Corporation. The company was sold for NZ\$ 2.24 billion in 2007.

Managed sales, marketing, strategy, business development, communications, customer service, administration and operations (data entry) with over 300 staff reporting.

Involved in process re-engineering and two major restructures, including the establishment of Regional Offices, to respond to the changing business market environment and customer needs. Led the team in gaining the International Baldrige Award for quality.

EARLY CAREER 1980 - 1990

Following completion of my Bachelor of Commerce Degree with Majors in Finance/Accounting and Marketing, I decided to pursue a marketing career in the Fast Moving Consumer Goods manufacturing environment. These positions were:

HEALTHERIES LIMITED

1987 – 1989

Group Marketing and Sales Manager

New Zealand's largest health food and vitamin manufacturer and marketer.

TIP TOP ICE CREAM COMPANY LIMITED

1982 – 1987

Marketing Manager

New Zealand's largest ice cream manufacturer and marketer (then part of the Goodman Fielder Wattie Group).

SMITH AND NEPHEW LIMITED

1980 – 1982

Group Product Manager - Public Products Division

Then a leading manufacturer of international toiletries and pharmaceuticals including brands such as Nivea and Elastoplast.

JUDGE AND CONVENOR OF AWARDS

Deloitte's Top 200 Business Awards	2010 and 2011
Market Research Society of New Zealand Awards	2004 and 2002
Advertising Effectiveness Awards	2003 and 2002
New Zealand National Marketing Awards	2000 and 1999
Australasian Television Awards	1987

ACADEMIC AND PROFESSIONAL QUALIFICATIONS

INSTITUTE OF DIRECTORS

Chairing the Board (2002)
Certificate in Company Direction (1999)

LONDON BUSINESS SCHOOL

Accelerated Development Programme for General Managers (Advanced Business Studies). An MBA based residential course in technical, human and conceptual management competencies (1989).
Mergers and Acquisitions. An Open Programmes Executive Education Course (2011).

AUCKLAND UNIVERSITY OF TECHNOLOGY

MPhil Honours (First Class) (2010).
Certificate of Proficiency. Post Graduate studies - Research Methodology (2007), Quantitative Analysis (2007), Qualitative Analysis (2008).

UNIVERSITY OF AUCKLAND

Bachelor of Commerce. Majors in Finance / Accounting, Marketing (1977 to 1979).
Awarded the Senior University Prize in Management Studies.
Certificate of Proficiency. Financial Statement Analysis (2002).

AUCKLAND TECHNICAL INSTITUTE

NZCE (New Zealand Certificate in Engineering) - Civil, to Stage 4.

ST CUTHBERTS COLLEGE AUCKLAND

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