

Janine Laurel Smith

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Janine has been a non-executive Director for over 15 years. Her governance roles have been with State-Owned Enterprises, Public Listed companies, Co-operatives, Professional Services, and advisory roles in the cultural and tertiary education sector. She is an Executive Director and founder of The Boardroom Practice Limited, established in 2003 specialising in advising boards, board reviews and governance training for industry groups. She also completed a MPhil (Hons1stclass) in 2010 on Effective Boards.

Janine was awarded a Member of the New Zealand Order of Merit (MNZM) in the 2015 New Year Honours List for services to corporate governance.

Her corporate career was in food and related companies in the Fast Moving Consumer Goods sector and in telecommunications and media. She held executive director roles in Telecom Yellow Pages and Arnott's Biscuits (part of Campbell US) where she was GM/CEO in NZ.

BOARD AND DIRECTOR EXPERIENCE

ASUREQUALITY LIMITED - CHAIRMAN SINCE 2010

Member of the Remuneration Committee.

Finalist in "Excellence in Governance" category - Deloitte's Top 200 Awards 2013

AssureQuality 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.

FONTERRA GOVERNANCE DEVELOPMENT COMMITTEE – ONLY INDEPENDENT MEMBER SINCE 2010

Was established by the Fonterra Board and Fonterra Shareholders Council in 2006 to identify and develop governance acumen in future rural leaders.

AUCKLAND PHILHARMONIA ORCHESTRA - CORPORATE ADVISORY GROUP- MEMBER 2014-2016 DIRECTOR 2003-2004; MEMBER BOARD OF ADVISORS 2001-2002.

The largest co-operatively run orchestra in New Zealand.

MASSEY BUSINESS SCHOOL - ADVISORY BOARD - MEMBER 2007 - 2016

STEEL AND TUBE HOLDINGS LIMITED - DIRECTOR 2010 -2015

Chair of the Nominations Committee. Member of the Audit Committee. Member of the Safety and Environmental Committee. Member of the Governance and 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 in 2015.

CROWN OWNERSHIP MONITORING UNIT DIRECTOR SCREENING PANEL- MEMBER SINCE 2001-2014

For screening of potential directors for state owned enterprises and crown research institutes.

UNIVERSITY OF AUCKLAND NEW ZEALAND GOVERNANCE CENTRE - ADVISORY BOARD - MEMBER 2009 -2014

KENSINGTON SWAN LEGAL – ONLY INDEPENDENT DIRECTOR 2011-2014

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

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 was associated with McLarens Young International until 2012 and is now known as Crawfords.

THE WAREHOUSE GROUP LIMITED - DIRECTOR 2006-2013

Chair of the People and Remuneration Committee. Chair of the Governance Committee.

TWL is New Zealand's largest non-food retail company with sales of over NZ\$2.00 billion. TWL is listed on the NZSX. As at April 2014 the NZX market capitalisation was NZ\$1.1 billion.

KORDIA GROUP LIMITED – DIRECTOR 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.

UNIVERSITY OF AUCKLAND GRADUATE BUSINESS SCHOOL - ADVISORY BOARD - EXECUTIVE SHORT COURSES - MEMBER 1996-2009**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 market capitalisation 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.

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**Massey University**

Member of Review Panel for Post graduate and Masters business degrees at Massey Business School (2016/2017)

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 1ST 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 EXECUTIVE DIRECTOR AND 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:

- Governance and Organisational Structural Review, Stakeholder Communications Reviews and Board evaluations for all Council Controlled Organisations such as Watercare, Transport, Property, Investments; for Auckland Council, New Zealand’s largest Council.
- Tamaki Regeneration governance review.
- Presenter in Governance training courses including University of Auckland, Massey University, Fonterra Governance Development Courses, Global Women Courses, NZ Asian Leaders, and Equal Employment Opportunity (EEO) Trust where over 700 women have been trained in governance over the last 7 years.
- Board reviews for PLC’s, SOE’s, SME’s, NFP’s, NGO’s, CCO’s and sector body organisations and councils.

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 2004-2006 focus was on 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).

Janine also through this company 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.

Experience included managing risk of major brands when the largest iconic brand in Australia (Tim Tam) was involved in a poison scare in Australia which resulted in product being removed from shelves-all within a month of the announcement of the NZ factory closure.

Also integrated Campbell Soup NZ into the Arnott’s NZ business.

TELECOM CORPORATION LIMITED

1995 – 1997

Establishment of Xtra. - Online Services

Telecom Corporation was not only New Zealand's largest telecommunications company, but was 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 in response 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). Now owned by Fonterra, NZ largest food company.

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

New Zealand International Business Awards (NZTE)	2016, 2015 and 2013
Deloitte's Top 200 Business Awards	2011 and 2010
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

MEMBERSHIPS AND ALUMNA

London Business School - <i>member since 1989.</i> President Auckland Chapter of Alumni - since 2016	
Arc Angels - <i>A member-based angel organisation dedicated to investing in early stage businesses that are led by women across New Zealand.</i>	2013
Inaugural member of Primary Sector Boot Camp - Stanford University-Group <i>established to work with the Crown to achieve primary sector growth targets.</i>	2012
Women Corporate Directors – <i>A global membership organisation and community of Women Corporate Directors</i>	2011
Global Women - <i>A not for profit organisation whose members are recognised as accomplished senior women leaders from a wide range of national and international disciplines and industries.</i>	2010
Auckland University of Technology (AUT)	2010
Institute of Directors - (Charter Member)	1994
University of Auckland	1980

MENTORING

University of Auckland Business School	2016
New Zealand Asian Leaders	since 2015
Global Women	since 2013
EEO Trust	2011 - 2014

ACADEMIC AND PROFESSIONAL QUALIFICATIONS

INSTITUTE OF DIRECTORS

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

LONDON BUSINESS SCHOOL

Post Graduate studies

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

AUCKLAND UNIVERSITY OF TECHNOLOGY (AUT)

Post Graduate studies

Masters in Governance - MPhil Honours (1st class) (2010).
Certificate of Proficiency - Qualitative Analysis (2008), Research Methodology (2007) and Quantitative Analysis (2007).
Certificate of Proficiency in Introduction to Conversational Māori (2015).

UNIVERSITY OF AUCKLAND

Certificate of Proficiency. Financial Statement Analysis
Bachelor of Commerce. Majors in Finance / Accounting and Marketing
Awarded the Senior University Prize in Management Studies.

AUCKLAND TECHNICAL INSTITUTE- (NOW AUT)

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

ST CUTHBERTS COLLEGE AUCKLAND