

Mark Todd, CFIInstD, FCA

Independent Director



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Current Portfolio of Independent Director Appointments is attached.

At 1 May 2024 I have seven appointments as an independent director, and I am Chair of the audit and risk subcommittee on five of these Boards.

Three of these appointments end during 2024, and I am seeking a further Director appointment this year, preferably with a national or large regional organisation.

My preferred sectors, which are generally complementary to my current portfolio, are:

- Retail and consumer;
- Construction and infrastructure;
- Asset maintenance;
- Agriculture;
- Water and wastewater.

I have no prerequisites as to entity ownership and structure. I am experienced as both a senior executive and as a Director with private companies, co-operatives, listed companies and CCTO's. I have extensive M&A experience, and the breadth of scale, complexity and different business sectors in which I have governance experience supports why I am valued and respected as a non-Executive Board member.

I am particularly suited to working with an organisation and Board requiring a new member who can guide and support business growth and re-organisation strategies, with an aptitude to identify and resolve both critical risks to and opportunities for delivering enhanced business performance. I am a quality strategic thinker, committed to applying my personal energy and intellect around all my Board tables, both supporting and constructively challenging management on the matters that are critical to success. I have developed particular expertise to support development and delivery of both medium and long term strategy, alongside ensuring short term financial performance is effectively monitored and reported efficiently and accurately.

I now have nearly 50 years aggregate experience as a non-Executive and Executive director. My role as Chair of the finance, audit and risk functions founded on my tier one CFO experience and ongoing commercial entity governance across multiple sectors. The quality of my contribution around the Board table at a strategic level coupled with the personal commitment and energy I bring to each and every one of my appointments is referenceable with numerous senior Board chairs and fellow Directors.

Specific highlights in my governance career to date:

- CFO and COO for Kathmandu Holdings. 17 years with the Kathmandu group including period of private equity ownership 2006 to 2009 and ASX/NZX dual listing in November 2009. Executive director of the listed company for 6 years until leaving in September 2015.
- Business acquisition and divestment evaluation and execution (Kathmandu, Citycare, Apex, McKenzie and Willis, Paper Plus).
- Large one-off and multi-year technology programmes oversight (Kathmandu, Lotto, Citycare).
- Multiple years delivering and overseeing annual reporting and financial statements for Tier 1 for profit reporting entities (Kathmandu, Citycare, Paper Plus) and integrated reporting (Lotto).
- Significant single year change in C-suite leadership teams and organisation strategy (Paper Plus, Lotto, Dairy NZ).

Mark Todd – Current Governance Roles

	Dairy NZ	Paper Plus	Citycare	St Georges Hospital	McKenzie & Willis	Apex Water	Lotto New Zealand
Description	DairyNZ is an industry good, levy funded business that supports NZ farmers to lead the world in sustainable dairying by investing in research, new solutions and advocacy.	Paper Plus is a member owned co-operative, a national retailer of books, stationery, toys and associated categories. It has over 90 stores across the country.	Citycare Group is a leading provider of construction, maintenance and management services primarily across New Zealand's municipal and social infrastructure sectors	St Georges is the largest South Island private hospital located in Christchurch.	McKenzie & Willis is a leading national retailer and interior design consultancy. It specialises in sale of quality furniture, bedding and soft furnishing.	Apex Water is a leading provider (design / construction/ maintenance and products) of water and wastewater treatment solutions for municipal, dairy and other commercial sectors. Capital project value \$1m to \$25m.	The New Zealand Lotteries Commission, trading as Lotto New Zealand since 2013, is a Crown Entity that operates nationwide lotteries in New Zealand through both resellers and on its digital platform.
Annual Revenue	\$80m+	\$100m+	\$500m+	\$140m+	\$45m+	\$40m+	\$1.3b+
Total Assets	\$50m+	\$2m (all stores are member owned)	\$75m	\$200m	Not disclosed	Not disclosed	\$240m+
Ownership	NZ Dairy Farmers. 5 yearly vote for levy-based funding, which is supported by external research grants.	Each store owner has shares in company, which is the central franchisor, and buyer of the Groups' product range.	Christchurch City Holdings Ltd. Ultimate owner is Christchurch City Council.	A Charitable Incorporated Society	Two private (50/50) shareholders, third generation of the Willis family.	75% owned by Citycare, 25% by 2 minority shareholders.	Crown owned.
Head Office Location	Hamilton, New Zealand	Auckland, New Zealand	Christchurch, New Zealand	Christchurch, New Zealand	Christchurch, New Zealand	Christchurch, New Zealand	Auckland, New Zealand

Mark Todd - Governance Roles

Board Profile, Tenure and Position:

	Dairy NZ	Paper Plus	Citycare	St Georges Hospital	McKenzie & Willis	Apex Water	Lotto New Zealand
Role and Board make up	<p>One of 3 independent directors on 8-person Board. Other 5 are farmer elected.</p> <p>Chair of Audit and Risk Subcommittee.</p>	<p>5-person Board, 2 members (directly elected) and 3 independent members (Board proposed member approval). One independent member retires annually.</p> <p>Chair of Audit and Risk Subcommittee.</p>	<p>6-person Board appointed by shareholders after external search and Board review process. 2 members appointed each year.</p> <p>Chair of Audit and Risk Subcommittee.</p>	<p>9-person Board. All are members of the Charitable Society and stand for election by the Society's c.120 members. Three must be clinicians. Three members are voted on annually.</p> <p>Chair of Finance and Audit Subcommittee.</p>	<p>3-person Board, the two shareholders who are active managers of the business, and me. They have had 1 independent director on their Board for the last c. 12 years.</p>	<p>5-person Board. 3 appointed by Citycare plus the 2 minority shareholders. CEO of Citycare Water is the Chair, the other 2 members are Citycare Board members.</p>	<p>6-person Board (currently 5). Appointed by the Crown (Cabinet approval after recommendation through Treasury search process).</p> <p>Chair of Audit and Risk Subcommittee</p>
Year appointed	2022	2019	2012	2021	2018	2019	2019
Current term ends	September 2025	October 2025	September 2024	September 2024	No fixed term	September 2024	April 2026
Extension Y/N & method of appointment	Yes. Will be subject to Board vote in mid-2025. At this stage intended to put myself forward for a further 3 years.	Yes, if not in conflict with Lotto.	No. Ending a 13-year term.	No. Have chosen to prioritise securing another appointment rather than standing another term at St Georges.	I serve at their discretion.	No. Term will end with my term at Citycare ends.	Was reappointed in April 2024 for a final 2 year term.