



# Te Kaupapa Here: Ngā Whakatūranga Poari

## *Policy: Trust Appointments*

<b>Description:</b>	Policy of Ngāti Whātua Ōrākei Trustee Limited
<b>Approved by:</b>	Board Resolution
<b>Date:</b>	13 May 2022

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### **1 Te Take me Hōkaitanga / Purpose and Scope**

- 1.1** Effective rangatiratanga is critical to the aspiration of Ngāti Whātua Ōrākei to soar to the highest heights. This policy aims to ensure that Ngāti Whātua Ōrākei Trustee Limited (**'Trust'**, **'us'**, **'we'** and **'our'**) appoints appropriately skilled leaders who understand and live the tikanga of Ngāti Whātua Ōrākei to governance boards and committees.
- 1.2** This policy applies to all Board appointments, including:
- Whānau Directors, Independent Directors, and Trust Representatives to the Boards of the Trust's subsidiaries;
  - directors, Hapū Members and non-hapū members to Board Committees; and
  - Hapū appointments to external boards or committees.

### **2 Whakamāramatanga - Whakamahinga / Interpretation and Application**

- 2.1** The mātāpono of Ngāti Whātua Ōrākei are the values that guide our actions and ground us in tikanga Māori. This policy will be interpreted and applied in accordance with the mātāpono of Ngāti Whātua Ōrākei, with particular emphasis on the following:
- Tino Rangatiratanga – kia tū a Ngāti Whātua Ōrākei i runga i tōna anō tino rangatiratanga  
*We are self-reliant as Ngāti Whātua Ōrākei, now and forever*
  - Rangatiratanga – kia whakatinana i ngā āhuatanga tika o te rangatiratanga puta noa te hapū  
*Leadership – to live and practice positive leadership throughout the hapū*



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- c) Kaitiakitanga – kia tiakina ō tātou whānau, o tatou whenua, ā tatou taonga me ā tatou rawa mō āke tonu atu  
*Guardianship – to protect our people, our lands, our resources and our taonga forever*
- d) Whanaungatanga - Kia kitea te mana me te tapu o ia kāwai heke i heke iho ai i a Tūperiri hei rangitāmiro i a tātou  
*To embrace and acknowledge the importance of our whakapapa and relationships and how these binds us together*

### **3 Ngā Whakatūranga Ringatohu Raupeka Poari / Subsidiary Director Appointments**

**3.1** The Board appoints directors to sit on the Trust’s subsidiary boards, in accordance with the requirements of the Companies Act 1993, the Trust Deed, and the relevant subsidiary’s constitution.

**3.2** Section 19 of the Trust Deed establishes the following principles which are reflected in our subsidiary’s constitutions:

- a) The Board has the authority to appoint board members to Trust owned and/or controlled subsidiaries.
- b) No employee of the Ngāti Whātua Ōrākei Group may be a board member of the Trust’s subsidiaries, including those the Trust controls indirectly.
- c) A majority of board members for our Community Development Subsidiaries (which are established to serve the cultural and social development of the hapū) must be Hapū Members.
- d) Board members may only be appointed if they have the particular skills and expertise required having regard to the current and likely activities of the relevant subsidiary, and the mix of skills and expertise required on that Board.
- e) One third of a subsidiaries longest serving board members will retire at its AGM to enable a rotation of board members, however retiring board members will be eligible for reappointment.

**3.3** In accordance with the principle described in sub-paragraph 3.2d) above, as a matter of policy we require the Independent and Whānau Directors we appoint under section 19 of the Trust Deed to:

- a) have a commitment to understanding Ngāti Whātua Ōrākei history, tikanga, and mātāpono;
- b) demonstrate high levels of Māori cultural competency and/or experience in te ao Māori; and
- c) be committed to the aspirations of Ngāti Whātua Ōrākei.

#### **Kimihanga Ringatohu a Whānau / Recruitment of Whānau Directors**

**3.4** When a vacancy for a **Whānau Director** arises, the Board will establish a temporary working group of Board members to:

3.4.1 oversee the advertisement of the role(s) in accordance with our Kaupapa Here: Whakapā / Communications Policy to communicate the recruitment process, role requirements, and expected timeframes to Hapū Members;

3.4.2 conduct a recruitment process for the vacant role(s) which is tika, pono and in accordance with our Board Member Appointment Process; and

3.4.3 report to the Board with:



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- a) a description of the recruitment process;
- b) the selection criteria used through the recruitment process;
- c) recommendations to the Board for appointment; and
- d) the reasons for the working group's recommendation(s).

3.4.4 communicate to the outcome to successful and unsuccessful applicants in a manner that is mana enhancing to the applicant.

**3.5** The CVs, letters of application, and other relevant information submitted by the recommended whānau director applicants may be provided to the Board on request where such information is necessary for the Board to make its decision on the working group's recommendation. The working group will ensure its recruitment process described in paragraph 3.4.1 complies with our Privacy Policy and enables the disclosures described in this paragraph.

**3.6** We will maintain a register of potential Whānau Directors from expressions of interest to ensure there is a pipeline of potential future Whānau Directors.

### **Kimihanga Ringatohu Motuhake / Recruitment of Independent Directors**

**3.7** When we recruit for **Independent Directors**, this recruitment will be managed by an independent professional recruitment provider who will run a process that is independent and gives effect to the requirements of our Trust Deed, this policy and our Board Member Appointment Process. The Board will be involved in the recruitment of Independent Directors as described in our Board Member Appointment Process, noting that the Board ultimately decides who will be appointed to these roles in accordance with our Trust Deed.

### **Ngā Whakatūranga Mema Poari / Appointment of Trust Representatives**

**3.8** A **Trust Representative** is a director of the Board who is responsible for acting as the Trust's representative on the board of a subsidiary. The Board will select its Trust Representative having regard to the criteria in section 19 of the Trust Deed and approving its selection by board resolution.

### **Whakatatū i ngā Whakatūranga / Approval of Appointments**

**3.9** The Board will give effect to the requirements of the Companies Act that require it to formally approve the appointments of Whānau Directors, Independent Directors and Trust Representatives by resolution, these resolutions will be recorded in the relevant meeting minutes and the Resolutions Register.

### **Agreement and Induction**

**3.10** Once a director is appointed to subsidiary in accordance with this section 3, the new director will be required to sign an agreement which outlines the terms and conditions of their appointment. Upon receipt of that signed agreement, we will:

- a) make an announcement about the appointment to whānau and relevant external parties; and
- b) ensure the new director receives the remuneration set by the Board in accordance with section 18.9 of the Trust Deed.



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- 3.11** The subsidiary boards must ensure new directors appointed under this policy are provided with an appropriate induction to ensure they understand:
- the history and whakapāpā of the hapū;
  - the structure and tikanga of our organisation; and
  - the relevant strategy/plans of the Trust and relevant subsidiary.

### **4 Ngā Whakatūranga Komiti Poari / Board Committee Appointments**

- 4.1** Board Committees are established from time to time in accordance with the **Board Charter**. The Board will appoint the members of Board Committees by identifying the relevant skills and requirements for the role, advertising any Board Committee vacancies, and conducting a recruitment process that is tika and pono.
- 4.2** The Board will formally approve any Board Committee appointment by resolution, which be recorded in the relevant meeting minutes and the Resolutions Register.
- 4.3** The remuneration of any Board Committee appointee will comply with our Fees Policy, unless otherwise agreed by formal resolution of the Board.

### **5 Ngā Whakatūranga a Hapū Ki Ngā Poari – Komiti Rā Waho / Hapū Appointments to External Boards and Committees**

- 5.1** From time to time the Board will appoint Hapū Members to represent the Trust on an external board or committee. The recruitment of Hapū Members to external boards or committees will follow the process for Whānau Director recruitment outlined in section 3.4 of this policy above, taking into account the requirements and expectations of the relevant external board or committee.
- 5.2** The Board will formally approve the appointment of a Hapū Members to an external board or committee by resolution, and this will be recorded in the relevant meeting minutes and the Resolutions Register.
- 5.3** Once appointed, the Trust CEO will provide the hapū member with a Hapū Appointment Agreement, reviewed and approved by the General Counsel, for the appointees review and execution. This agreement will describe the mandate, remuneration and reporting requirements of the role they have been appointed to.
- 5.4** Any remuneration for the hapū appointees described in this section 5, will be set in accordance with our **Fees Policy**, unless otherwise agreed by formal resolution of the Board. The Board and/or Management will consider providing or funding professional development to hapū appointees on a case-by-case basis.

### **6 Conflicts of Interest**

- 6.1** The Board will ensure that any perceived or actual conflicts of interest that arise in the processes described in this policy are managed in accordance with its Kaupapa Here: Nga Whanonga Tika / Code of Conduct and the Board Charter.



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### 7 Rēhita Tūranga / Register

- 7.1 The Trust will maintain a register of all appointments made under this policy (**Appointments Register**) and will retain, until it is no longer necessary, a copy of all appointment agreements.

### 8 Ngā Herenga Kaupapa Here - Tukanga / Related Policies and Procedures

- 8.1 Where applicable, this Trust Appointments policy should be read alongside relevant policies and procedures including:

- Board Member Appointment Process
- Board Charter
- Kaupapa Here: Nga Whanonga Tika / Code of Conduct Policy
- Fees Policy
- Kaupapa Here: Kaitaonga / Procurement Policy

### 9 Relevant Legislation and Authoritative Guidance

- 9.1 Everyone performing a function under this policy is required to comply with all applicable legislation (and any successor legislation) and authoritative guidance, including but not limited to:

- Privacy Act 2020
- Companies Act 1993
- Trustee Act 1956
- Ngāti Whātua Ōrākei Trust Settlement Act 2012
- Ngāti Whātua Ōrākei Trust Deed

### 10 Ngā Whakamāramatanga / Definitions

<b>Appointments Register</b>	means the register of appointments made under this policy described in paragraph 7.1
<b>Board</b>	means the board of directors of Ngāti Whātua Ōrākei Trustee Limited
<b>Board Committee</b>	means a board committee established in accordance with the Board Charter as described at paragraph 4.1 of this policy.
<b>Board Member Appointment Process</b>	means the operational procedure which provides guidance to the Board on how it should recruit directors.
<b>Community Development Subsidiaries</b>	means Community Development Subsidiaries which are primarily established to serve the cultural and social development of Ngāti Whātua Ōrākei and are defined in section 1.1 of the Trust Deed.
<b>Hapū Members</b>	means members of Ngāti Whātua Ōrākei as defined under section 1.1 of the Ngāti Whātua Ōrākei Trust Deed
<b>Independent Director</b>	means non-hapū members who are appointed as directors to the Trust subsidiaries in accordance with this policy
<b>Resolutions Register</b>	means the register of Board resolutions maintained by management



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<b>Trust Deed</b>	means the Trust Deed of Ngāti Whātua Ōrākei
<b>Trust Representative</b>	means a director of the Board who is responsible for acting as the Trust's representative on the board of a subsidiary as described in paragraph 3.8 of this policy
<b>Whānau Directors</b>	means Hapū Members who are appointed as directors to the Trust subsidiaries in accordance with this policy

### **11 Arotake Kaupapa Here / Policy Review**

**11.1** This policy is to be reviewed biennially, with any changes to be approved by the Board.

**11.2** Date of next review: **May 2024**