



NGĀTI WHĀTUA ŌRĀKEI

Trustee Limited

# Policy: Trust Appointments

<b>Description:</b>	Policy of Ngati Whatua Orakei Trust
<b>Approved by:</b>	Board Resolution
<b>Date:</b>	5 April 2019

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## 1 Purpose

- 1.1 To provide guidance to Elected Representatives and Directors of Ngāti Whātua Ōrākei Trustee Limited (NWOT or the Company) in respect of making appointments on behalf of the Company.

## 2 Scope

- 2.1 This policy applies to the following appointments made by the Board:

- Subsidiary Director appointments:
  - Independent Director appointments to subsidiary Boards
  - Whanau Director appointments to subsidiary Boards
  - Trust Representative appointments to subsidiary Boards
- Trust Committee appointments
- Whanau appointments to external Boards or Committees

## 3 Subsidiary Director Appointments

- 3.1 The Board may appoint Directors to sit on the Board of NWOT subsidiaries, Ngāti Whātua Ōrākei Whai Maia Ltd (Whai Maia) and Ngāti Whātua Ōrākei Whai Rawa Ltd (Whai Rawa).
- 3.2 Any appointment must be made having due regard to each subsidiary company constitution, and the requirements set out in section 19 of the Trust Deed. Section 19 specifies that:
- a) The Board Members of any Subsidiaries owned and/or controlled by the Trust shall be appointed and removed by the Trustee (s 19.1).



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- b) No employee of the Ngāti Whātua Ōrākei Group may be a Board Member of any Subsidiary (s 19.1).
- c) A majority of the Board Members of any Community Development Subsidiary must be Members of Ngāti Whātua Ōrākei (s 19.2).
- d) Board Members shall only be appointed if that person has the particular skills and expertise that are required of a member of the board to which the appointment relates and bearing in mind the activities that the particular Subsidiary undertakes or is likely to undertake in the future and the mix of skills and expertise that is required on the relevant board of that Subsidiary (s 19.3).

**3.3** The constitution of both Whai Rawa and Whai Maia specifies the number of Directors, also the appointment, removal and rotation of Directors.

### Recruitment

**3.4** For both **Independent Directors** and **Whanau Directors**, a delegated working group, formally commissioned by the Board in accordance with the Board Charter, will be responsible for completing the recruitment process and making any recommendations to the full Board.

**3.5** In the case of **Independent Directors**, recruitment must be on an arm's length basis, using an independent professional recruitment service provider. The provider will be selected in accordance with the Company Procurement Policy.

**3.6** For **Whanau Directors**, the recruitment process must be robust and the timeline, role requirements and application information must be communicated to whanau through panui and social media channels. A register of potential whanau directors will be maintained by the Trust Office to ensure there is a pipeline of potential future Directors.

**3.7** **Trust Representatives** are Directors of the Company who are formally endorsed to sit on the Board of a subsidiary to act as the Trust Representative. These appointments must be made by the full board after taking nominations and a vote.

**3.8** In all cases, the Board must be conscious of ensuring any perceived or real conflicts of interest are managed in accordance with the Board Charter and Conflicts of Interest Guidance document.

**3.9** The Board shall formally confirm any appointment by resolution and entered into the meeting minutes.

### Agreement and Induction

**3.10** Once approved by the Board, every subsidiary Director appointee shall be required to sign an agreement, which outlines the terms and conditions of their appointment.

**3.11** The Board shall make an appropriate announcement associated with the appointment for the benefit of whanau and external parties.

**3.12** The Remuneration of any subsidiary Director appointment shall be set by the Board in accordance with section 18.9 of the Trust Deed.



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**3.13** Induction of subsidiary Directors is important and is the responsibility of the subsidiary to ensure this is completed in order for the appointee to understand the hapu, the organisation, and the strategy/plan of the Trust and subsidiary.

## **4 Trust Committee Appointment**

**4.1** The Board may make appointments to committees established in accordance with the **Board Charter**. Appointees to committees will reflect the requirements of the Terms of Reference for each committee.

**4.2** Unless otherwise specified in the committee Terms of Reference, recruitment of Trust Committee Appointees will follow the process outlined under the Subsidiary Director Appointments in section 3 above. Independent appointees will follow the process for independent director appointments, whanau appointees will follow the process for whanau director appointments and Trust appointees will follow the process for trust representative

**4.3** The Board shall formally confirm any appointment by resolution and entered into the meeting minutes.

**4.4** The Remuneration of any Trust Committee appointee shall be in accordance with the Company **Fees Policy**, unless otherwise agreed by formal resolution of the Board.

## **5 Whanau Appointments to External Boards/Committees**

**5.1** The Board may make whanau appointments to represent the Company and the hapu on external Boards/Committees.

**5.2** Taking into consideration the requirements and expectations of the external Board/Committee, the Board will recruit the whanau appointee in accordance with section 3.6 of this policy above.

**5.3** The Board shall formally confirm any appointment by resolution and entered into the meeting minutes.

**5.4** On receipt of the required authority, the Trust CEO is authorised to complete the **Whānau Appointment Agreement** and forward it to the Appointee for execution. This agreement will specify the authority, mandate, remuneration and reporting requirements.

**5.5** The Remuneration of any Trust Committee appointee shall be in accordance with the Company **Fees Policy**, unless otherwise agreed by formal resolution of the Board.

## **6 Register**

**6.1** The Company will maintain a register of all Appointments (**Appointments Register**) and a copy of all appointment agreements (subsidiary Board agreements, whanau appointment agreements).



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### 7 Relevant Legislation and Authoritative Guidance

7.1 All persons performing a function under this policy are required to comply with all relevant legislation including but not limited to:

- Ngāti Whātua Ōrākei Trust dated 3 November 2011;
- Ngāti Whātua Ōrākei Trust Settlement Act 2012;
- Companies Act 1993; and
- Trustee Act 1956.

### 8 Related Policies

8.1 This policy applies to:

- a) Board Charter
- b) Code of Conduct Policy
- c) Fees Policy
- d) Procurement Policy

### 9 Procedures, Standards Guidelines or Documents linked to this Policy

9.1 Documents linked:

- a) Appointments Register
- b) Appointment Agreement

### 10 Definitions

<b>Whanau Appointment Agreement</b>	means the form of agreement in Appendix One
<b>Board</b>	means the board of directors of Ngāti Whātua Ōrākei Trustee Limited
<b>Group</b>	means Ngāti Whātua Ōrākei Trustee Limited and all subsidiaries
<b>Members</b>	means members of Ngāti Whātua Ōrākei as defined under section 1.1 of the Ngāti Whātua Ōrākei Trust Deed
<b>Ngāti Whātua Ōrākei Trust</b>	means the trust established by the Ngāti Whātua Ōrākei Trust Deed dated 3 November 2011



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### 11 Document Control

Policy Number	05	Version	01
Status	APPROVED	Date Approved	5 April 2019
Trust Resolution No	NA	Review Date	April 2020
Responsible Officer	CEO		



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**Appendix: Whanau Appointment Agreement**