



AGM MEETING

Description: Minutes of AGM held on 24 November 2019
Meeting Date: 24 November 2019, 10.30am NZT
Meeting Venue: Ōrākei Marae, 59B Kitemoana Street, Ōrākei, Tāmaki Makaurau

Meeting attendance

Elected Representatives

Marama Royal	Chair
Ngarimu Blair	Deputy Chair
Brenda Christiansen	Director
Renata Blair	Director
Precious Clark	Director
Matt Rua	<u>Director</u>

Whanau:

Refer to attendance register attached.

Management

Jamie Sinclair	Trust Chief Executive Officer
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1 Karakia & Mihi

Karakia: Uncle Bob Hawke

Mihi: Uncle Matt Maihi

Marama welcomed those present to the 2019 AGM and introduced herself noting the Trust Board has received feedback from whānau around the running of the AGM.

Marama confirmed Election Services are in attendance and will undertake the independent vote count for each of the resolutions.



NGĀTI WHĀTUA ŌRĀKEI

Marama noted the Trust Board has allowed 10 minutes after each section is presented for questions, also adding if the Trust Board is unable to answer today, the query will be noted, and assurance given that a response will be given in due course.

2 Chair Report

The Chair Report was circulated prior the meeting in the 2019 Annual Report. Marama read through her report and noted the following;

The key highlight included the Haerenga to 19 locations to hear from whānau – to guide the Trust Board in the development of the long-term strategy, 5-Year plan and Annual plan.

Marama acknowledged those whānau who attend Kapa Haka practice every Sunday and as well as whānau who represented Ngāti Whātua throughout the year.

The new nursery development under way is funded through the Reserves Board.

The new Trust office appointments build capability and capacity to ensure the Elected Representatives are working at governance and leaving the operational arm to do the mahi on our behalf. Marama also acknowledged those appointed in governance and operations roles across the group.

3 Settlement Protection

Ngarimu Blair confirmed the focus has been on preparing for the High Court action against the Crown. The court date is set for February 2021, which allows time to prepare. The Crown is still able to progress any settlement it wants, and we continue to encourage the Minister not to, and to wait instead until this process has been worked through. 2021 is a big year including events as the America's cup and Te Matatini.

We work tirelessly to hold our stance that we are Mana Whenua. The Environment Court confirmed that the Council must identify who has the primary historic interests over an area, which is a great win.

4 CEO Report

The CEO Report was distributed prior to the AGM in the 2019 Annual Report, Jamie noted the following;

A large focus has been around establishing the correct policy framework, implementing the right systems, ensuring appropriate policies and processes in place.

The governance section on the NWO website includes policies and Committee terms of references to improve transparency.

Communication has been a priority with approximately 38 have been issued over the year, with an open rate of approx. 40%. Jamie acknowledged both Whai Rawa Limited and Whai Maia Limited for doing a great job in communicating out to whānau.



NGĀTI WHĀTUA ŌRĀKEI

Jamie Sinclair named the staff who now form the Trust Office in a range of roles and confirmed the Trust now has clear direction from the strategic plan to help guide how we do things.

4.1 Questions:

Roimata stood and expressed her view from the floor around serious breaches of the Trust Deed, legislation and confidentiality, and asked the following;

- a) Where are these breaches shown in the Annual Report and Audited Financial Statements?
- b) Has Ngāti Whātua Ōrākei Trust Board reported Chapman Tripp to the law society for breaches of confidentiality? If not, why?
- c) Why is Ngāti Whātua Ōrākei Trust Board and its subsidiaries continuing to use Chapman Tripp?
- d) What have Whai Maia and Whai Rawa boards done or what are they doing about the incompetence of their staff members?
- e) How are benefits that went to non-registered members being recovered?
- f) What has the Ngāti Whātua Ōrākei Trust Board done or what are you doing about these breaches?
- g) Who is being held accountable for these serious breaches and how are they being held accountable?
- h) As a result of her concerns, Roimata suggests a forensic audit of the Trust and its subsidiaries for the last five years.
- i) A copy of the questions by Roimata was provided to the Trust Board. Marama thanked Roimata for her comments, the Trust Board will discuss this and respond accordingly.
- j) Wayne Pihema shared his view that the question from Roimata is deserving of a response. Wayne also asked when the monthly Trust Board hui will return back to the marae?

Marama confirmed that the response to Roimata's question will be given, as previously indicated. Marama also noted that the new Trust Board will discuss further, returning the monthly hui to the marae and whānau will be notified when that happens.

5 Apologies

Marama apologised as she forgot to take apologies at the beginning of the hui.

The following apologies were taken from the floor:



NGĀTI WHĀTUA ŌRĀKEI

Sharon Hawke, Kirihipina Borell, Andrea Sullivan, Jocelyn Te Whaiti, Susan Wilkinson, Carmen Paki, Pangu Cullen, Rangimarie Rawiri, Bella Peters, Sana Ryan, Krystal Witika, Chris Downs, Eddie John Downs, Tom Hotu, Lou Watene, Rose Watene, Renee Gray, Dane Tumahai, Kate Hawke, Te Hira Hawke, Kingi Makoare, Joseph Hawke, Pakeke Davis, Moeahi Kerehoma, Howell Whānau x4, Faiz Salim, Tamara Tumahai-Kearns, Craig Grey, Sam & Maurice Faiers, Ngahuia Robb, Rangipipi Bennett, Maraea Robb, Malcolm Kerehoma, Newton Thompson whānau, Sam Cook, Jack Rameka, Harriman whānau, Antony Pai, Wilson whānau, Te Aroha Hawke, Pam Paieka

RESOLUTION: That the apologies are accepted.

Moved	Mere Gillman	Seconded	Malcolm Paterson	Carried	Yes
Abstained	NA	Against	NA		

6 Financial Report

6.1 The Financial Report was distributed prior to the AGM in the 2019 Annual Report, Jamie Sinclair confirmed the following;

Increase in operating profit at \$11.6m, up from \$2.5m in 2018. The increase in revenue is due to the Quay Park rent reviews. These are still being worked through but starting to see the effects come through.

Reduction in revaluation gains at \$32m, down from \$80m in 2018. Our assets continue to increase in value, but at a slower rate than in the past. Staff costs remain the same.

Increase in grants and programmes at \$4.2m, up from \$1.9m in 2018.

Asset value up by \$65m, but interest-bearing debt up by \$25m.

The balance sheet is underpinned by the investment property value.

An assets and equity graph shown on the presentation confirmed that the debt is increasing at a slower level than our assets – increasing overall equity.

Questions/Comments from the floor;

Ani Hawke, with no disrespect to Jamie Sinclair, requested an accountant/auditor to back up what the CEO is saying. Jamie confirmed the accounts have been audited.

Wayne asked if we're still running a negative cashflow and how much that costs?

Jamie confirmed that development works on the North Shore means that we are running a negative cashflow. Whai Rawa expects this to turn around within 5 years.

7 RESOLUTIONS

7.1 Resolution 1

That the minutes of the Annual General Meeting held 18 November 2018 be accepted as a true record of the meeting, and any amendments duly recorded.



NGĀTI WHĀTUA ŌRĀKEI

Moved by Mere Gillman, seconded by Meiha Hawke, *those present were asked to use their voting slip to cast their vote in support or against.*

Steve Phillips does not believe the minutes portray an accurate description of last year's hui, noting when someone is hired to record the hui, there is an ability to record the minutes verbatim and get them accurate.

It was noted to whānau that weren't at the meeting last year, that they should abstain.

RESOLUTION: That the minutes of the Annual General Meeting held 18 November 2018 be accepted as a true record of the meeting, and any amendments duly recorded.

Moved	Mere Gillman	Seconded	Meiha Hawke	Carried	Yes
Abstained	NA	Against	NA		

7.2 Resolution 2

That the duly audited Consolidated Financial Statements of the Trust and Controlled Entities for the year ended 30 June 2019 be received.

Moved by Te Arepa Morehu, seconded by Danny Tumahai, *those present were asked to use their voting slip to cast their vote in support or against.*

RESOLUTION: That the duly audited Consolidated Financial Statements of the Trust and Controlled Entities for the year ended 30 June 2019 be received.

Moved	Te Arepa Morehu	Seconded	Danny Tumahai	Carried	Yes
Abstained	NA	Against	NA		

7.3 Resolution 3

That the Elected Representatives confirm the appointment of the auditor and set the audit fee for the current year.

Moved by Ngaio Kemp, seconded by Herawhakamana Grey, *those present were asked to use their voting slip to cast their vote in support or against.*

RESOLUTION: That the Elected Representatives confirm the appointment of the auditor and set the audit fee for the current year.

Moved	Ngaio Kemp	Seconded	Herawhakamana Grey	Carried	Yes
Abstained	NA	Against	NA		



NGĀTI WHĀTUA ŌRĀKEI

7.4 Resolution 4a

That the AGM confirm the existing fees of \$35,000 to be paid to each Elected Representative per annum with an additional fee payable to the Chair of \$35,000 and to the Deputy Chair of \$15,000 be approved.

Moved by Margaret Hawke, seconded by Allen Kukutai

RESOLUTION: That the AGM confirm the existing fees of \$35,000 to be paid to each Elected Representative per annum with an additional fee payable to the Chair of \$35,000 and to the Deputy Chair of \$15,000 be approved.

Moved	Margaret Hawke	Seconded	Allen Kukutai	Carried	Yes
Abstained	NA	Against	NA		

7.4.1 Discussion from the floor

Steve Phillips noted that this resolution was not put to the floor at last year’s AGM, how would that impact on the process?

Marama confirmed that to enable the current remuneration to continue, a resolution must be passed at the AGM. This is an attempt to be more compliant.

Fiona Smith queried from the floor what the expectation of hours for this level of remuneration – a full-time job or can elected representatives come and go as they please? \$70k is the same as a full-time position for most of us. Can we confirm this in writing so there’s an expectation going forward?

Marama Royal confirmed this is her only job, she does not undertake this role alongside any other mahi. She also noted that it is a challenging role. Marama confirmed the Trust Board intends to implement KPIs for the Elected Representatives.

Fiona Smith acknowledged Marama and her presence at the marae and the hours she puts in.

Steve Phillips raised that he’s noticed one of the elected representatives has attended less than half the meetings and continued to receive remuneration. He suggested, if they are unable to fulfil their role, that part of the process enables them to be replaced.

Marama confirmed that the wording for this resolution should read approved, not received, as some of the documentation reads.

Patu Hawke – acknowledged Joe and those who worked to get our lands back. She noted the hard work of the Trust Board, and she confirmed she supports them being paid for their work.

Those present were asked to use their voting slip to cast their vote in support or against.

7.5 Resolution 4b



NGĀTI WHĀTUA ŌRĀKEI

That the AGM confirm an increase in fees for Elected Representatives to \$45,000 to be paid to each Elected Representative per annum with an increase in the additional fee payable to the Chair of \$45,000 and Deputy Chair, \$20,000 be approved.

Moved by Mere Gillman, seconded by Aroha Kelly

RESOLUTION: That the AGM confirm an increase in fees for Elected Representatives to \$45,000 to be paid to each Elected Representative per annum with an increase in the additional fee payable to the Chair of \$45,000 and Deputy Chair, \$20,000 be approved.

Moved	Mere Gillman	Seconded	Aroha Kelly	Carried	No
Abstained	NA	Against	NA		

Discussion:

Marama confirmed, that if this resolution is not passed, the remuneration will remain at the level approved in 4a.

Steve suggests that the remuneration should only increase once the Trust Board runs a positive cashflow.

Michelle Downs asked if the elected representatives are voting.

Apihai Pihema would prefer a show of hands, not ballot voting.

Marama confirmed that elected representatives won't be voting and that written ballot improves the voting integrity of each whānau members vote. Marama also noted the remuneration for elected representatives has remained the same since 2012.

Apihai Pihema prefers to use a show of hands as opposed to ballot boxing. Marama confirmed that this process protects the integrity of every whānau members vote.

Kataraina Davis commended the Trust Board for the change in process as it creates a safe place for members to vote as they wish.

Barry Jean Hawke – asked for clarification on the process, Marama explained the last meeting the increase was turned down.

Marama Royal, when asked where the authority was given by members for the elected representatives to get paid, confirmed that the \$35k each elected representative has been receiving since 2012 was mandated back in 2012. There has not been an increase since, when the Trust Board requested an increase last year, it was declined.

Those present were asked to use their voting slip to cast their vote in support or against.

Election Services collected the voting papers to undertake the independent vote count.

8 Annual Plan

Jamie Sinclair explained that the Annual Plan is derived from the 5-year plan, that has come from the long-term strategy.



NGĀTI WHĀTUA ŌRĀKEI

Jamie highlighted the key activities, noting there is now a dedicated focus on mental health and working with WML in the development of a mental health strategy.

Providing warm safe dry homes is a central pillar and the Trust Board continue to increase housing stocks. There is favourable support to ensure whānau have an opportunity to engage in what whānau ownership might look like and build capability for whānau to own their own home.

The Trust will undertake a Trust Deed Review to consult with whānau regarding the potential to change the loan to value ratio.

Kirsteen Durham understands there are 139 whānau on the waiting list and they are wanting affordable housing.

Ani Hawke would like to see all housing on Kupe Street for whānau, noting her experience at being on the housing list for so long. Ani has since got a home through the Rūnanga and is paying low rent. Ani doesn't believe whānau should have to pay market rent on their own whenua, can the Trust Board do something like the Rūnanga and discount the rent?

Wayne expressed his disappointment with the Annual Plan as he doesn't see many new actions there and the targets don't stretch far enough. While he appreciated the Haerenga process Wayne would like to see a draft before it's presented at the AGM, noting members don't get an update on the Annual Plan till we're halfway through the next year.

Jamie confirmed that housing for kaumātua is an ongoing discussion with taumata and the Reserves Board.

Kiki Daniels would like to be more informed on the navy land homes.

Len Phillips asked what is happening with the vacant HNZ homes, they were once up for sale, what's happened there?

Marama confirmed they are not up for sale and the development is currently on hold. Len notes that they're sitting there empty when there are whānau who are homeless.

Paul Davis notes that he can't see anything that supports whānau and children in sport. Most of the whānau play sport, yet it doesn't feature in the Annual Plan. The availability of the ex-bowling club and now the Sports Club doesn't mean anything because we can't get the support. Marama confirmed the Trust Board has not yet discussed the development of a Sports Centre.

A whānau member asked how the Trust Board plans to get our Ngāti Whātua tamariki out of state care? She's keen to raise awareness after having worked in this field for the past two years. Our rangatahi and tamariki are displaced and it's time we took it seriously.

Margaret Swan noted that there is nothing on the board re: the land we are losing. She is unsure who to talk to about the developments but believes the remaining land must be kept in Ngāti Whātua ownership. She also asked what is happening on the land around Selwyn College?



NGĀTI WHĀTUA ŌRĀKEI

9 Newly Elected Representatives

Jamie thanked those who contributed to the process in the Elections noting that 22 nominations were received and over 900 votes cast.

Jamie announced the successful candidates;

- 1) Ngarimu Blair *with 348 votes*
- 2) Marama Royal *with 336 votes*
- 3) Arekatera Maihi *with 324 votes*
- 4) Julia Steenson *with 219 votes*

Marama thanked the whānau that put themselves forward, encouraging those who weren't successful to try again.

10 Results

The results of the resolutions were announced;

- 1 – 111 for, 42 against, 84 abstained - **PASSED**
- 2 – 205 for, 15 against, 20 abstained - **PASSED**
- 3 – 215 for, 14 against, 11 abstained - **PASSED**
- 4a – 150 for, 63 against, 27 abstained - **PASSED**
- 4b – 93 for, 120 against, 25 abstained – **NOT PASSED**

The meeting closed at 12:39pm.

Closing karakia

Signed as a true and accurate record

Marama Royal (Chair)

Date

AGM 2019 Whanau Attendance Register

Agelkee (Kikee) Daniels	Jerry Daniels	Precious Clark
Allen Kukutai	John H M Hawke	Racheal Sullivan
Anita Poko	John Kapa Hawke	Rangi Tamaariki-Liddle
Anne Mcleod	Joseph Clark	Rangimarie McColl
Apihai Pihema	Kandy Corvette	Rebecca Reid
Arekatera Maihi	Kataraina Davis	Regan Muru
Aroha Charlene Mama Kelly	Kawharu Paora Talbot	Reihana Gillman



NGĀTI WHĀTUA ŌRĀKEI

Arohanui L Raharuhi	Kiki Autotolu-Kanivaka	Renata Blair
Awatea Hawke	Kirimoana Willoughby	Rex Hawke
Beronia Scott	Kororia Witika	Robert Steedman
Bob Hawke	Kowhai Tamariki	Rodney Ruka
Brenda Talbot	Leeanne Corvette	Roimata Puriri
Charlotte Rudolph	Lenard Phillips Jnr	Rowena Dunn
Cherry Rameka	Lisa Pahau	Ruth Scott Cullen
Chris Passell	Lois Ann Ngawini O Te Temepara Talbot	Sarah Witika
Claudia Kearns	Maeva Kearns	Sean Sellinan*
Clinton Talbot	Malcolm Paterson	Selwyn Teua
Connie Maihi	Marama Royal	Shakela Salim
Connie Wilks Hotu	Margaret Swan	Sheena Taylor
Coralie Mitchell-Rameka	Maria Paterson	Shelley Faiers
Dane Grey	Marsh Grey	Stephen Phillips
Daniel Mcleod	Matepurua Maihi	Steve Pihema
Donna Thompson	Matt Rua	Tāmaki Tumahai
Duane David Wilson	Maurice Watene	Tarumai Kerehoma
Edward Duaki*	Meiha Hawke	Taukiri Dickson
Elizabeth Kanivaka	Mel Hewitson	Te Aroha Alec Hawke
Elizabeth Teua	Mere Karaka Gillman	Te Aroha Grace
Esther Talbot	Mere Talbot	Te Hei Deana Tamaariki
Evelyn Wilkinson	Mia Skipworth	Temepara Morehu
Fiona Smith	Michael Rameka	Terri Davis
Fred Watene	Michele Downs	Thomas Irvine
Geneva Kareko	Michelle Hawke	Wayne Pihema
Hannah Jones (minute taker)	Mihi Blair	Wesley Teua
Harriet Peita	Mihiata Taylor	
Harry Peters	Monique Pihema	
Henry Toka Teua	Natasha Strong	
Herawhakamana Grey Harriman	Nellie Clay	
Hoani Roa	Ngahuia Ngatai Hawke	
Iritana Rawiri	Ngaio Kemp	
Jae Mason	Ngarimu Blair	
Jamie Cook	Ngawai Beazley	
Jason Hawke	Paul Davis	



NGĀTI WHĀTUA ŌRĀKEI

Jeanette Rameka

Pori Tumahai

DRAFT