



AGM MEETING

Description: Minutes of AGM held on 29th November 2020
Meeting Date: 29 November 2020, 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
Sharon Hawke	Director
Arekatera Maihi	Director
Julia Steenson	Director

Whānau:

Refer to attendance register attached.

Management

Jamie Sinclair	Trust Chief Executive Officer
Natasha Strong	Trust General Counsel

1 Quorum, Karakia, and Mihi

A quorum was present throughout the meeting with whānau in attendance both in person and online.

Karakia:	Wirihana Hawke
Mihi:	Matepurua Maihi



NGĀTI WHĀTUA ŌRĀKEI

2 Chair's Welcome

The Chair welcomed those present to the 2020 Annual General Meeting and took whānau through the agenda, noting the voting on the four resolutions was going to close at 12 pm with lunch at 12:30 pm, regardless of whether the hui was finished, with the hui to continue after lunch if necessary. She acknowledged those who attended the financial workshop on the previous Thursday evening.

3 Apologies

The following apologies were taken from the floor;

Ann McLeod, Dan McLeod, Pahu Cullen, Jack Rameka, Kirihipena Borell and whānau, Eric Povey, Joe Hawke, Grant Hawke, Patricia Hawke, Poppy-John Hawke, Te Aroha Hawke, Panapa Hawke, Hapi Brown, Daniel Clay, Alan Gaul Junior, Sharon Haswell, Lou Watene, Tahua Pihema, Frank Tumahai, Marama Weildreiger, Taiaha Hawke, Parata Hawke, Andrew Sullivan.

Resolution: That the apologies are accepted.

Moved by: Ruta Scott seconded by Mary Gilman.

The resolution was carried.

4 Annual Report

Chair's Report

4.1 The Chair's report was circulated to whānau prior to the meeting in the 2020 Annual Report. The Chair read the report to whānau and acknowledged the loss of Knobby Clarke and Robert Irvine.

4.2 The COVID-19 response video was played to whānau.

5 Māna Tāmaki

5.1 The Deputy Chair acknowledged the Chair's leadership and skill in holding the Board and all Group entities together. He noted the following:

5.1.1 Māna Tāmaki's purpose is essentially to protect Ngāti Whātua Ōrākei rohe/heartland and ensure that when people come to Tāmaki Makaurau, they know Ngāti Whātua Ōrākei is the Mana Whenua.

5.1.2 After fighting against the Crown for the past five years in its attempt to give away land within the Ngāti Whātua Ōrākei rohe to other iwi, the next step is to challenge the Crown in the High Court where the legal and witness team will present Ngāti Whātua Ōrākei hononga to all its landmarks in Tāmaki Makaurau and challenge other iwi on theirs, which the team is looking forward to.



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- 5.1.3 As part of the litigation strategy, a series of wānanga webinar will be run for whānau to discuss history and whakapapa, so everyone understands the relationships between the whenua and other iwi to be prepared as a people when the litigation starts.
- 5.1.4 When attending resource management and other hui, Ngāti Whātua Ōrākei representatives face up to 18 other tribes claiming to be mana whenua in Tāmaki Makaurau. This has led the Board to take action against Auckland Council's CCO Panuku in the Environmental Court to confirm the Council and other consent authorities must test and weigh the relative strengths of iwi relationships to consent areas. This was appealed by Marutūāhu and others to the High Court. The High Court has confirmed the Environment Court's confirmation of Ngāti Whātua Ōrākei's position, which will now be tested by the team on a resource consent by resource consent basis. Ngāti Whātua Ōrākei resorted to the courts as a last resort, following endless unsuccessful attempts to engage with iwi who claim to be the mana whenua of Tāmaki Makaurau.
- 5.1.5 The Board has concerns with how Te Rūnanga o Ngāti Whātua is working through their Settlement which we are attempting to work through with Te Rūnanga.
- 5.1.6 Waikato Tainui has lodged a further Treaty Claim, in which the Crown has recognised their mandate. The Board is concerned with the claim maps because they include Kitemoana Street, the Marae, and central Auckland. The Chair and Deputy Chair are in communications with the Chair of Waikato Tainui to hear the basis of their claim before considering approach.
- 5.2 The Chair thanked and acknowledged the Deputy Chair for his mahi on this kaupapa.
- 5.3 Questions and comments from whānau present;
- Q: Is the Trust Board covered by the Fees and Travelling Allowances Act 1951?
 - A: The Reserves board is, but the Trust Deed governs the Trust Board.
 - Q: Can whānau access the AGM recording?
 - A: Āe, it'll be available on the website following the hui.
 - Q: Are Elective Representatives paid a fee per hui?
 - A: Kāo, Elected Representative fees are set by the whānau at the AGM.
- 5.4 The Chair read out to whānau the four resolutions for voting on by 12 pm today and noted the following:
- a) An acknowledgement of Lloyd Bunyan who leads the EY audit team for Ngāti Whātua Ōrākei, he was present today as requested by whānau at last year's AGM.



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- b) For the past six years, the Elected Representatives have asked whānau to consider a remuneration increase, which has not passed to date but has been presented to the AGM this year.
- c) As the Trust Deed requires Elected Representatives' remuneration to be approved by whānau at each AGM, if resolution 3a proposing an increase in the fee is not approved by whānau, and resolution 3b proposing the current fee is approved, it will be valid.

6 CEO Report

6.1 The CEO read out his report and noted the following:

- a) An acknowledgement of the Taumata executive for assisting with opening the AGM today.
- b) Six of the seven proposed resolutions were passed by whānau at the SGM, and it started some great discussions. The revised Trust Deed is now available online.
- c) The Trust appointed Teri Davis as the Manu Tukutuku to ensure the Taumata and Whakapapa Committees are adequately supported.
- d) An acknowledgement of the collaboration of the communications teams across the group entities lead by Te Amohaere Morehu.
- e) The Trust office has increased its staffing with the addition of a General Counsel (inhouse lawyer), Natasha Strong; Engagement Manager, Monique Pihema; and Special Projects Manager, Lisa Davis. Neil Maihi has been employed to lead the Kaitiaki services team. The Trust kaimahi is amongst the best, so whānau should be proud of their work and continuous improvement.
- f) An acknowledgement of the Kaumātua for their continuous inspiration.

7 Financial Report

7.1.1 The financial report was circulated to whānau as part of the 2020 Annual Report before the meeting and taken as read. The CEO confirmed the following:

- a) The Group's financial performance is extremely strong.
- b) There has been careful management of the Group's commercial assets with an increase in asset value and the operating profit being in line with previous years.
- c) An increase to \$5.5M in grants and programmes, necessary due to the impacts of the Covid-19 pandemic on whānau.



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- d) Approximately 75% of rental income is received from the Quay Park whenua and AECOM House. This is a result of the work done by Whai Rawa to raise the rents to market rates in accordance with the leases for the whenua.
- e) Expenses have increased in line with the profit, but these include the increase in whānau grants and programmes.
- f) Investment properties continue to grow.
- g) The inventory relates to the development work on the North Shore.
- h) External debt of \$258M, which is an increase of \$30M. This is carefully managed. The Trust signs off on a quarterly basis to confirm that it operates within the LVR. A lot of this debt was paid down after sales of the development properties.
- i) Ngāti Whātua Ōrākei equity has, for the first time, exceeded \$1B, putting Ngāti Whātua Ōrākei in a great position to withstand challenges and continue to deliver benefits to whānau in future.

7.2 Questions and comments from whānau present:

- Q: How does the development at the North Shore become an inventory before it is sold?
A: The CEO confirmed that until development works begin, the whenua is classed as an investment property, once the whenua is developed the costs associated with that development become construction work in progress which is classified as inventory.
- Q: Are we purchasing our own whenua off the government then re-selling it again?
A: The Deputy Chair confirmed this is the case. Similarly, with Quay Park, Ngāti Whātua Ōrākei had to repurchase it. Re-selling appropriate properties enables the Trust to increase cash flow to do more as reported today.
- Q: Is there is a possibility of renting instead of selling our whenua?
A: The Deputy Chair explained leasing doesn't work so well in the residential housing market but does with retirement villages, hence Ngāti Whātua Ōrākei using a mix of long-term leasing (150 years) and freeholding for the North Shore development land (with a majority of the existing navy houses currently still being leased to the Navy). The Board holds the cultural lands at Ōrākei but does plan to discuss with whānau if there is a possibility to freehold land on the fringes and borders.
- Q: Will the board relook at the LVR lift next year?
A: The CEO confirmed that it would.



NGĀTI WHĀTUA ŌRĀKEI

- Q: What is the cost of the \$86M of undrawn facilities this financial year, noting there was \$120M undrawn in the previous financial year?

A: The CEO confirmed the cost is built into the interest cost, which is less than the previous year.

- Q: Why so much was carried over from 2019?

A: The CEO confirmed the progressive building plan was paused due to the Covid-19 pandemic, including the planned tourism venture.

- Q: With \$11M in operating profits, can our programmes to whānau be increased to \$10M rather than \$5.5M?

A: The CEO confirmed the Board could consider this, noting the additional \$2M in Toi Tipu.

- Q: Does the Group use whānau tradespeople?

A: The Chair confirmed the Group uses whānau tradespeople whenever it can.

- Q: Who is on the Whakapapa Committee and how often do they meet?

A: Whetumarama Porter, Danny Tumahai and Harriett Kaihe are the current Whakapapa Committee members. The Committee meets as often as required, according to the number of membership applications received. The Trust is considering how best to resource the Whakapapa Committee, now that the Trust Deed has been amended, there is an opportunity to solidify the Whakapapa unit and its resourcing.

- Q: What is the total remuneration fee increase being asked for? The whānau member, requested those present to vote to increase the Trust Board fees as requested, noting they receive less than the directors of the Whai Māia and Whai Rawa boards and have not received an increase in over seven years.

A: An increase of \$10k to \$45k for Elected Representatives, an increase of \$10k to \$35k for the Chair (in addition to the base fee for Elected Representatives), and an increase of \$5k to \$20k for the Deputy Chair (in addition to the base fee for Elected Representatives).

- Q: Will there be a hearing for Matt Rua?

A: The matter is confidential, so we cannot talk about it today.

- Q: Is Matt Rua is still an Elected Representative?

A: The Chair confirmed he is.

Those present were asked to use their voting slip to cast their vote in support of or against each of the proposed resolutions.



NGĀTI WHĀTUA ŌRĀKEI

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

8 Annual Plan

8.1 The CEO read out a summary of the annual plan for the current financial year and noted the following Group activities:

- Undertaking a feasibility study on a kura-a-iwi, noting it is early days yet but it is exciting to be commencing this Kaupapa which is part of the Group's long-term plan.
- Targeting of support to those who need it the most, being smarter in identifying whānau that need support. Noting that, without doing this, whānau can't be self-determining.
- Developing a master housing plan to understand from whānau how they want it to look and feel like at Ōrākei.
- Revisiting the loan to value ratio to give the Board the capacity needed for future commercial activity, such as buying the Kupe Street housing. This includes giving Whai Rawa a mandate on investment and expectations arising from that, including an investment plan.

8.2 Questions and comments from whānau present:

- Q: A challenge was put to the board to finalise a housing strategy over the next 12 months, to unbundle the complex nature of the Group's current housing issues, so whānau feel safe and have a sense of belonging. Does the Trust intend to challenge IRD in relation to whānau rent? Great work to the board.

A: The Chair confirmed the housing strategy is a priority. Whai Rawa has been tasked with incorporating the housing master plan with Precious Clark's mahi on Whātua Āhuetanga.

- Q: How does the CEO see the business's growth looking in the next 5 – 10 years?

A: The CEO confirmed there is some risk in concentrating the Group's property assets in commercial property in Tāmaki Makaurau and confirmed the plan to diversify the balance of the Group's property assets.

- Q: Does the Board have a mind to include a sporting policy in the Annual Plan? Progress is slow with difficulty getting access to a rugby field.

A: The Chair confirmed that Whai Māia holds the sports policy and the Trust can ask Whai Maia to review it.

- Q: Is the data whānau provide to the Group for membership registration secure?



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A: The CEO confirmed whānau data is currently held in the CRM hosted by Microsoft Azure with exceptional security. He noted the risk of cyber attacks as an ongoing challenge. He confirmed whānau data is not shared with third parties without whānau consent.

- Q: Will Board hui will be brought back to the marae and opened to whānau to attend?

A: The Chair confirmed the Board's intention to hold wānanga with whānau to allow for kōrero to happen in the whare. This, in combination with pānui to update whānau on Board decisions will help whānau understand what happens at Board meetings whilst ensuring the Board's effective performance by enabling open discussion of business. She confirmed the board would consider meeting on the marae.

- Ropata Paora noted that Ngāti Whātua whānau come from lustrous heritage across the land, he encouraged whānau to participate in the upcoming High Court claims wānanga to ensure whānau understand the heritage that ties them together - an essential to engage with and learn a lot more.

- Q: If we take out the revaluation, then is there no profit?

A: The CEO confirmed total profit for the financial year is \$58M including revaluations and \$11M profit excluding revaluations.

- Q: Is the proposed increase in fees sustainable?

A: The CEO confirmed it is

- Q: Are Elected Representatives on other boards?

A: Yes, The Chair is on the Ngāti Whātua Ōrākei Reserves board and is paid a meeting fee every two months. The Deputy Chair is Deputy Chair of the Māna Whenua Kaitiaki Forum, which is paid for by Auckland Council. Mr R Blair is the appointed representative on the Independent Maori Statutory Board which is also paid through Auckland Council.

- Q: Do we invest in our mokopuna first 1000 days of life?

A: The Chair confirmed there is more to do with this kaupapa.

- Q: Will there be a funeral insurance plan for whānau?

A: The Chair confirmed this is currently being explored.

9 Voting Results On General Resolutions

- 9.1 There were 3054 voting packs issued to registered adult members, members could vote by post, online and at the AGM. Postal Votes closed at 5 pm on 24th November 2020. 422 members voted, a 13.82% turnout.



NGĀTI WHĀTUA ŌRĀKEI

9.2 The results of the resolutions were announced:

9.2.1 Resolution 1 – 361 voted for, 44 voted against, 0 abstained – **PASSED**

9.2.2 Resolution 2 – 364 voted for, 41 voted against, 0 abstained – **PASSED**

9.2.3 Resolution 3a – 229 voted for, 185 voted against, 0 abstained – **PASSED**

9.2.4 Resolution 3b – 231 voted for, 178 voted against, 0 abstained – **PASSED**

The Chair thanked whānau for voting and passing the remuneration increase resolution, giving a vote of confidence in the Board.

Final Comments

The Chair acknowledged:

- the KMOT Team - Beronia Scott as Chair, Willis Maihi as marae manager, and the marae staff.
- Neil Maihi and his excellent team managing security.
- Dame Paula and the Whai Māia board. Ms Hewitson for attending the AGM. CEO Rangimarie Hunia and Tom Irvine and their teams.
- Michael Stiassny, Andrew Crocker, and the Whai Rawa Board.
- The Trust staff – Jamie Sinclair and his team, who work extremely hard for the Board and whānau.
- The Elected Representatives for their support and mahi outside of Board meetings to ensure everyone is on the same waka.
- Ngāti Whātua Ōrākei Kaumātua who are out there daily from 4am till 12pm doing blessings and opening buildings, planting etc. They are tenacious and resilient role models.
- Whānau –the reason why we do this.

The meeting closed at 12:46pm.

Renata Blair Mihi & Karakia

Signed as a true and accurate record

Marama Royal (Chair)

Date



NGĀTI WHĀTUA ŌRĀKEI

AGM 2020 Whanau Attendance Register

Adadean Takiari	Elizabeth Kanivatoa	Kororia Witika
Agelkee Daniels	Elizabeth Teua	Kowhai Tamariki
Allen Kukutai	Eric Povey	Krystal Talbot
Amy eiha Hawke	Esther Fifita	Leah Warbrick
Anita Poko	Esther Talbot	Leeann elissa Corvette
Anne Mcleod	Evelyn Wilkinson	Leeanne Corvette
Apihai Pihema	Fiona Smith	Lenard Phillips (Jnr)
Arekatera Maihi	Fred Watene	Lisa Davis
Aroha Charlene Mama Kelly	Frederick Povey	Lisa Pahau
Arohanui Raharuhi	Gareth Otene James Talbot Davis	Lois Talbot
Arthur Uruamo	Geneva Kareko	Lois Ann Ngawini O Te
Atakura Hunia	Grace Makoare	Temepara Talbot
Awatea Hawke	Hariata Warren	Maeva Kearns
Awhina LeeAnne Pouesi-Siakisini	Harriet Peita	Malcolm Baker
Azeal Pihema	Harry Peters	Malcolm Paterson
Barry Jnr Welsh	Hayley onique Te Awhina Kipa	Marama Royal
Beau_Le Dawn Hartwell	Henri Tumahai	Marara Van Buuren
Beronia Scott	Henry Toka Teua	Marcel Thompson
Bob Hawke	Herawahakamana Grey Harriman	Margaret Swan
Brenda Christiansen	Hine Robinson	Maria Paterson
Brenda Talbot	Hirama Tamihana	Marsh Grey
Caroline Pihema	Hoani Roa	Maruata Teutele Te
Caroline Queenie Wieldraaijer	Honore Kipa	Waimatao Reweti
Carolineichelle Te Kareti Taylor	Hore Makoare	Matepurua Maihi
Celsey Hunt	Iritana Rawiri	Matt Rua
Charlotte Rudolph	Jae Mason	Maurice Watene
Cherry Rameka	Jamie Cook	Meiha Hawke
Chris Passell	Janey Wilson	Mel Hewitson
Claudia Kearns	Jason Hawke	Mere Talbot
Clay Hawke	Jeanette Rameka	Mere Karaka Gillman
Clinton Talbot	Jerry Daniels	Mervyn Dene Kerehoma
Connie Maihi	John H M Hawke	Mia Skipworth
Connie Wilks-Hotu	John Kapa Hawke	Michael Talbot
Coralie Mitchell-Rameka	Joseph Clark	Michael Rameka
Courey Harriman	Justin Eruiti Tamihana	Michele Downs
Daley Williams	Julia Steenson	Michelle Hawke
Dane Grey	Kandy Corvette	Mihi Blair
Daniel Mcleod	Karina Marsom	Mihi Teresa elanie Moekaa
Dave Harriman	Kataraina Davis	Mihiata Taylor
Deborah Arohanui Brown	Kauri Anthony Reweri Tarapata	Monique Pihema
Dolly eringaroto Anderson	Kawharu Paora Talbot	Nancy Purvis
Donna Thompson	Ken Paraone Hau Kerehoma	Nathan Morehu
Donnaarie Thompson	Kerry Hotu	Nehupo Warbrick
Dorothy Harrison	Kiki Autotolu-Kanivaka	Nellie Clay
		Nesmie Tina Kaye Kanivatoa
		Ngahua Robb



NGĀTI WHĀTUA ŌRĀKEI

Ngahuia Hawke
Ngaio Kemp
Ngarimu Blair
Ngawai Beazley
Otene Piripi Reweti
Paul Davis
Pauline Hopa
Philip Davis
Phillip Andrew Steedman

Pori Tumahai
Precious Clark
Priscilla Ann Bowater-Gudsell
Racheal Sullivan
Rana Kipa
Rangi Tamaariki-Liddle
Rangimakehu Hall
Rangimarie McColl
Rawinia Maihi
Rebecca Reid
Regan Muru
Reihana Gillman
Renata Blair
Rex Hawke
Richard Harmon
Robert Harmon
Robert Steedman
Rodney Ruka
Roimata Puriri
Rowena Dunn
Ruth Scott Cullen
Sarah Witika
Sean Sellinan
Selwyn Teua
SelwynRoimata Teua
Shakela Salim
Sharon Hawke
Sheena Taylor
Sheldon Teua
Shelley Faiers
Shirley Ann Ikkala
Stacey Perillo
Stella Gukibau
Stephen Phillips
Steve Pihema
Susan Heini Wilkinson

Talalelei Reweti
Tāmaki Tumahai
Tamati Lee Waetford-Irvine
Tarumai Kerehoma
Taukiri Dickson
Te Arepa Ote Haahi Ratana Morehu
Te Aroha Grace
Te Aroha Alec Hawke
Te Hei Deana Tamaariki
Te Ohaaki o te Whenua Rangatira
Hawke
Te Rina Gregory-Hawke
Temepara Morehu
Terri Davis
Thomas Irvine
Tina Pihema
Titaha Gillman
Tony Gardner
Trisya Hemana
Tui Makoare-Iefata
Vanessa Te Whaiti
Virginia Povey
Waimarie Ataahua Hunia
Wayne Pihema
Wesley Teua
Wikatena Popata
William Martin
Yana Mcleod