Tātau Tātau o	Te Wairoa – Inaugura	l Annual General Meeting
Saturday, 16 December 2017	05.15PM	Tane-nui-a-rangi Marae, Nuhaka
KARAKIA	Richard Niania	
TRUSTEE APOLOGIES	Moana Rongo	
	Heta Kaukau	
	See Apologies Register	
TRUSTEES PRESENT	Johnina Symes	Pauline Symes
	Pieri Munro	Huia Huata
	Leon Symes	Apiata Tapine
	Oha Manuel	Carwyn Jones
	Carmen Morrell	Philip Beattie
	Richard Niania	
IN ATTENDANCE	Ropata Ainsley	Project Manager
	Devonshire Mogford	Contracted Service – WWMTB
	See Attendance Register	

MIHI

The Chairperson welcomed everyone to the Inaugural Annual General Meeting of Tātau Tātau o Te Wairoa and presented the 2017 Annual Report.

The Chairperson advised that a quorum for this meeting was 100 adult registered beneficiaries and that a head count of those present (regardless of whether they had signed the register), sat at 101 attendees.

The attendees were asked whether they agreed with that assessment. No adverse comments were received.

TRUSTEES' ANNUAL REPORT

The hui was advised that the Annual Report reported on the operations of Tātau Tātau o Te Wairoa (TToTW) by the Initial Trustees, including a Chairperson's Report, information relating to the Settlement Process, the Four Ohu (Pillars) and information on the Kāhui (Clusters).

It was noted in the booklet distributed that these reports demonstrate the work of the Initial Trustees during the Initial Period as prescribed by the Trust Deed, and that Clauses 1.7(b) and 2.1 of the Trust Deed restrict the powers and activities of the Initial Trustees during the Initial Period to the following:

- Reviewing the ownership and representation arrangements of members of TToTW;
- Receiving the settlement assets;

- Consulting with members of TToTW to determine whether to purchase any properties that may become available during the Initial Period. (It was noted that none of these properties have become available as at the date of this Annual Report);
- Organising and holding the election of the First Trustees. noted that the Initial Trustees have planned for these elections to occur in October 2018);
- Maintaining records and information so that the First Trustees can prepare the first Annual Plan, Five Year Strategic Plan and Annual Report; and
- Administering and managing Trust assets. (It was noted that the bulk of these have not yet been received, and this power is further restricted by Clause 2.2 which prevents the Initial Trustees from risking assets).

The reports reflect that the Initial Trustees have focussed on the review of the ownership and representation arrangements, consulting members and preparing to receive the settlement assets, as the Settlement Bill progresses through Parliament.

It was therefore proposed that the adult registered members of TToTW who are present at this Annual General Meeting, resolve to receive these Initial Trustees' reports on the operations of TToTW.

The following resolution was proposed:

That the reports on the operations of Tātau Tātau o Te Wairoa by the Initial Trustees during the proceeding Income Year of the Initial Period be received.

MOVED / SECONDED

PIERI MUNRO / LEONA KARAURIA

Discussion ensued as to the proposed resolution, and the following comments were noted:

- Query received as to where the work plan could be found. The Chairperson replied that it could be found in Section 2; and
- Thanks conveyed to the Trustees.

Following discussion, the resolution was passed for voting:

FOR: ALL AGAINST: NIL

AUDITED FINANCIAL STATEMENTS

The Chairperson advised that while the activities of the Initial Trustees have been limited to the review of the ownership and representation arrangements.

Resolution 1

It was decided that as a matter of good governance, and for transparency, that a 2017 Annual Report (including financial statements) would be prepared to ensure all members of TToTW are up to date with the activities of the Initial Trustees.

It was noted that the Consolidated Financial Statements were prepared by Tarrant Cotter & Co, and audited by BDO Gisborne Limited.

The Chairperson also referred to the \$5m received 'on account'.

The following resolution was therefore proposed:

Resolution 2

That the Tātau Tātau o Te Wairoa Trust Annual Report 2017 and the duly audited Consolidated Financial Statements for the period ending 30 June 2017 be adopted.

MOVED /SECONDED

WENDY JOHNSON / HINE KOHN

Discussion ensued as to the proposed resolution, and the following comments were noted:

• The Trustees were acknowledged for work well done in terms of the financial report.

Following discussion, the resolution was passed for voting:

FOR: ALL AGAINST: NIL

APPOINTMENT OF THE INDEPENDENT AUDITOR

The Annual Report booklet referred to Clause 10.3 of the Trust Deed which provides for the appointment of an Independent Auditor prior to the end of the Income Year to which the audit relates and, where possible, the fee of the auditor shall also be fixed at that time.

It was noted that no Trustee or employee of the Trust (including any firm of which such a person is a member or employee) may be appointed as the auditor.

It was also noted that Clause 14.2(c) of the Trust Deed requires that the appointment of the Independent Auditor for the next Income Year (2017/18) be authorised by a resolution of the adult registered members of TToTW present at the Annual General Meeting.

The Chairperson advised that a tendering process had been undertaken of established auditing companies, and it was proposed that BDO Gisborne Limited be appointed the auditor for TToTW for the 2017/2018 Income Year.

The following resolution was therefore proposed:

Resolution 3

That the appointment of BDO Gisborne Limited as the Independent Auditor for the 2017/2018 Income Year be approved.

MOVED /SECONDED

DALE ROBINSON / WENDY JOHNSON

Discussion ensued as to the proposed resolution, and the following comments were noted:

• Query was made regarding the selection process for the auditor. The Chairperson explained that a tender process had been undertaken and BDO was the only company who responded.

Following discussion, the resolution was passed for voting:

FOR:

ALL

AGAINST:

NIL

APPROVAL OF THE TRUSTEES' REMUNERATION

The Chairperson explained the process undertaken, which was also noted in the Annual Report booklet, and advised that remuneration for the Initial Trustees had been set by professional advice for the period they hold office as Initial Trustees, under clause 14.2(b) of the Trust deed.

Following advice from Chapman Tripp, the Initial Trustees engaged the Institute of Directors (IoD) to provide this independent professional advice.

loD submitted a report and recommendations to the Initial Trustees in May 2017. In undertaking this work, IoD benchmarked TToTW and the role of the Initial Trustees against many different variables, including organisation type, ownership, industry, size, and headcount. This also included a comparison with a range of Maori organisations and Post Settlement Governance Entities (PSGE's). The IoD holds extensive survey data and fee movement/trend information, along with other sources of confidential fee information.

It was noted in the booklet that the nature of the tailored review also included an analysis of the time commitments involved with the Initial Trustees' governance and operational role against comparative benchmarks.

IoD therefore recommended a two-phased approach to fee remuneration, as follows:

Established Period (Evolving Nature of Governance Role)

Base Trustee Fee

\$19,000.00 - \$24,000.00

Chairperson Fee

\$36,000.00 - \$45,000.00

Established and Settlement Legislation Enacted

Base Trustee Fee

\$30,000.00 - \$35,000.00

Chairperson Fee

\$50,000.00 - \$60,000.00

The Initial Trustees considered the IoD recommendations above, together with Tier 3 of the Crown Statutory Salary Framework in setting the following fees for the Initial Trustees:

General Trustee

\$17,400.00 per annum / \$1,450.00 per

month

Deputy Chairperson

\$21,750.00 per annum / \$1,812.50 per

month

Chairperson

\$26,100.00 per annum / \$2,175.00 per

month

The following resolution was therefore proposed:

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Resolution 4

That the Trustee Remuneration Level for the 2017/2018 Income Year be approved.

MOVED / SECONDED

RAE TE NAHU / ELIZABETH PALMER

Discussion ensued as to the proposed resolution, and the following comments were noted:

- Congratulations were conveyed in choosing a sensible level of remuneration, however remuneration for the Kaumatua Council, was questioned and whether a resolution was required today. The Chairperson advised that the Trustees would set their remuneration and no resolution was required;
- Remuneration of the validators was also queried. The Chairperson advised that this too, would be considered by the Trustees.
- Clarification was sought about the remuneration for the current period and when the second tier of fees would be initiated. The Chairperson advised that this was the rate for the current year and would be submitted for approval each year by the beneficiaries at the AGM;
- A concern was raised about Trustee's taking on management roles, and query made about whether the Trustees have the expertise required. The Chairperson advised that the current Trustees have some expertise, but where expertise did not exist, they were contracted in. Operational work was now being dealt with by the Project Manager, who had been appointed. It is expected that over time, there would be less need for the Trustees to do the management and operational tasks.

- Question asked about whether there were duty statements for office bearers? The Chairperson advised that there were policies in place for the Trustees to adhere to. It was acknowledged that this was not a 'duty statement', but felt that it was similar and adequate for the Trustee's purposes;
- Clarification sought as to whether Trustee remuneration is being approved today? The Chairperson advised that it was;
- Acknowledgement of the level of work undertaken by the Trustees
 to validate the remuneration, and felt that there was also work
 undertaken by the Trustees outside the two day monthly meetings.
 Comment made about performance appraisals to monitor the
 Trustee's performance, which was good to see. Felt that there was
 room for improvement in terms of the policies and processes. The
 Chairperson acknowledged the suggestion of Trustee appraisals and
 that the Trustees were at the 'starting point';
- Congratulations to the Chairperson and the booklet presented today. Felt that the Trust had come a long way. Queried the inclusion of travel and accommodation. The Chairperson advised that the Trustee remuneration excluded travel and accommodation and was similar to a meeting sitting fee;
- Query about help for any Trustee who's co-Trustee does not present for meetings. The Chairperson advised that the Trustee meetings have been fully attended by the individual Trustees and that they were all representing their Kāhui fully at the table;
- Clarification about the question above, in terms of a Trustee vacancy currently existing within one of the Kāhui. The Chairperson advised that the Trust has advertised a meeting for the Kāhui who currently has a Trustee vacancy, to assist with the filling of that vacancy;
- Query about whether the Chairperson, in his role as a Trustee for Rongomaiwahine, means that their Kāhui is also disadvantaged as the Chair takes a neutral role. Suggested an independent Chairperson to help balance that. The Chairperson asked that this be raised in General Business.

Following discussion, the resolution was passed for voting:

FOR:

ALL

AGAINST:

NIL

ABSTAINED:

Trustees Present

GENERAL BUSINESS

The Chairperson called for any general business items for discussion and whilst the discussions moved back and forth, the following comments were made:

Discussion Item 1

Trustee Roles – Chairperson / Deputy Chairperson

The Chairperson referred to the suggestion made during the discussion of the last resolution, and advised that whilst he and Pieri held positions of Chairperson and Deputy Chairperson, he assured those present that they both represented and relayed the views of their individual Kāhui.

He also noted that these positions are elected by the Trustees, not the membership at large.

Discussion Item 2

Independent Chairperson

Bubby MacGregor referred to the previous suggestion for an independent Chairperson as he felt that Rongomaiwahine had two votes — one as a Trustee and one as 'vote caster'. He strongly suggested that an independent Chairperson be considered by the Trustees.

Both Wiki Hauraki and Richard Allen supported the idea of an Independent Chairperson.

Wikitoria Te Nahu-Howe felt that Rongomaiwahine was in a better position than the other Kāhui, given that their Trustee is also the Chairperson, they have another Trustee who is very active, and the Project Manager is also from Rongomaiwahine.

She felt that the position of Chairperson was difficult and felt that Leon had proven himself more than capable of fulfilling that role. She also acknowledged that he could not be accused of favouring Rongomaiwahine.

The Chairperson reiterated that whilst the Kāhui elected him as a Trustee, it was the Trustees that elected him as Chairperson.

Richard Brooking commented that whilst he appreciated the notion of an independent Chairperson, he felt that should Leon continue to want to act in that position, he should remain. He thanked Rongomaiwahine for sharing their Trustee.

Wi Derek Huata suggested that in terms of the Chairperson hold potentially two votes, he suggested that each Trustee have one vote only and that should solve the issue of unfair advantage of the Chairperson holding two votes.

The Chairperson advised that thankfully, he had not had to use a casting vote

Discussion Item 3

Te Wairoa Tapokorau Cluster One - Trustee Vacancy

Peter Mihaere queried how many of the Trustees were 'corporate', and how many were 'marginalised'. The Chairperson advised that the Trustees worked together as one. Following efforts to clarify the question, the Trustees advised that they did not understand the question being posed.

Peter explained that his Kāhui were marginalised due to the resignation of their General Trustee. The Chairperson advised that the Trust had resolved at its November 2017 hui to fill the vacancy as per the Trust Deed. The Trust had since advertised to consult and fill this Trustee vacancy. He refuted the comment that this Kāhui was marginalised.

Peter responded by saying that regardless of the Trust Deed, he felt that the

Trustee vacancy should be filled by the Kāhui, not the Trust. The Chairperson reiterated the need to fill the vacancy as per the process in the Trust Deed.

Discussion Item 4

Photo of Trustees

Question raised about the lack of individual Trustee photos for the membership's reference/information. The Chairperson acknowledged that no photos had been included in the Annual Report and that he had not introduced the individual Trustees. The opportunity to introduce the Trustees and Kaumatua Council members present, was therefore uplifted.

Discussion Item 5

Engagement Hui Feedback

Bubby MacGregor referred to the recent engagement hui, whereby a Trustee (un-named) marginalised comments he had made, which had been viewed online.

He suggested to the Chairperson that where public hui are held, that speakers be appointed so that does not happen. He advised that it had happened on more than one occasion, and suggested that the Trustees address the matter amongst themselves.

He felt that unity by the Trustees needed to be demonstrated to its membership. The seven Kāhui were trying hard to show the unity the Trustee's required and felt that this should be reciprocated.

The Chairperson advised that all comments are taken on board and that changes are made as they can be. They respected the comments made by the membership and debriefed following each engagement hui held.

Wiki Hauraki acknowledged that whilst there needed to be harmony, there were things that still needed to be said. She felt that it depended on how those matters were put to the floor. She also referred to the need to be assured that feedback received from the whanau needed to be reflected in the models so that there was some assurance as to how the feedback was interpreted and considered.

Discussion Item 6

Karakia Tohi

Gary Cooper referred to the wonderful experience during the Whakatau and acknowledged the gentleness portrayed. He felt that it set the tone for the hui today.

Discussion Item 7

Second Reading - Wellington

Question raised as to what to expect on Wednesday, 20 December 2017. The Chairperson advised that the speakers in Parliament will speak for approximately 10mins each and should take about 1.5 hours.

Following that, the whole House will meet to consider any changes before the final reading progresses through legislation.

Any person wanting to travel was invited to see the Project Manager today.

Discussion Item 8

Third Reading / Work Plan

Leona Karauria queried how likely the final reading in March 2018 would be, given the other work that needs to be completed by the Trustees. The Chairperson advised that it was highly likely that the 3rd (and final) reading would be held in March 2018 and acknowledged the other aspects of the settlement that needed to be addressed.

Pierre Vermunt suggested delaying the 3rd reading, to allow further time to deal with the work still needed to be done.

The Chairperson felt that whilst there was work to be done, it was manageable.

Discussion Item 9

Statement of Intent

Julie Amato queried how a Statement of Intent could be tabled. The Chairperson advised that she could table a Statement of Intent today, which was done. The Chairperson advised that the Trustees would consider the document and respond.

Discussion Item 10

Open Meetings

Dale Robinson referred to the open-door policy of the Te Tira Whakaemi (TTW) meetings and felt that the TToTW meetings should be open to the Kāhui also.

He referred to his Trustee not being able to inform them of anything, given the confidential nature of their meetings. Dale further referred to the 'corporate' thinking of the Trustees and was concerned about the distance between the people and the Trustees.

Maria Cairns also referred to the confidential nature of the meetings and the lack of information that the Trustees can relay back to the Kāhui.

The Chairperson advised that the Trustees had resolved to keep financial information confidential and that between meetings, discussion are ongoing and are not finalised until resolutions are made. The monthly panui reflects the information that the Trustees have agreed on, for releasing to the membership.

Dale Robinson again asked if the meetings could be made open. The Chairperson acknowledged that whilst TTW had that approach, TToTW was not TTW and it did not have an open-door policy about its meetings.

He also referred to the elected Trustees by the Kāhui, and the responsibility on those Trustees to make decisions on behalf of their Kāhui.

Sophie Dodd commented on the need for the Trustees to trust one another and to support each other. She also queried the level of commercial expertise amongst the Trustees.

Richard Brooking felt that the Trustees should have the trust of its membership to make decisions amongst themselves.

Wiki Hauraki felt that if today's example was used, open meetings could be achieved and felt that if the meetings were open, the Kāhui would not have speaking rights. She expressed her view that the Kāhui remain important and this would be a way to support their Trustees and to remain involved.

Discussion Item 11

Registrations / Kāhui Affiliations

Elizabeth Palmer queried the level of registrations. The Chairperson advised that there was approximately 6,000 registered members. He further advised that a new registration form was considered at the last meeting of the Trustees and a final version should be available shortly.

Henry Whakatope questioned whether members could vote in their various Kāhui affiliations. The Chairperson advised that a primary Kāhui must be selected for voting purposes only, but noted that other Kāhui affiliations could be recorded. Members could participate in any Kāhui they held whakapapa to.

Tina Wilcox queried whether newly registered whanau had been added to the database and when Kāhui would receive the membership information, for those that had chosen to have their data released to their Kāhui.

The Chairperson advised that the database was currently being reviewed so that people could update their information, and all Kāhui information included. He explained that it was quite a complex issue within the system, to filter the members that had agreed for their information to be released to the Kāhui. He further advised that the validation process needed to be reactivated, which was currently being done.

Clarification was sought as to the privacy requirements and the need for members to approve for the release of their information to the Kāhui. The Chairperson confirmed that there was a tick box, for those that agreed that their information could be released to their Kāhui.

Discussion ensued as to the validation process.

Discussion Item 12

Historical Account

Wi Derek Huata queried the accuracy of historical account recorded in the settlement bill. The Chairperson advised that this had been raised in the Select Committee hearings and referred to Te Arawhiti process, which provided an opportunity for the Kāhui to record their stories. He further acknowledged that the historical account was a negotiated document and therefore did not reflect the essence of what our people wanted to record.

Discussion Item 13

Rongomaiwahine Kaumatua Advisory Council

Wikitoria Te Nahu-Howe invited all those present to the Rongomaiwahine Kaumatua advisory council hui on the last Friday of each month, from 1-3pm. She assured the meeting that whilst their Trustees attend these hui, they also acted professionally, and did not release information that had not been approved for release.

Discussion Item 14		
	Richard Brooking congratulated the Trustees on their work and the booklet	
	presented today. He felt that the Trustees had presented a professional	
	booklet and had answered the questions raised today professionally also.	
	He acknowledged the difficulties experienced.	
Discussion Item 15	ssion Item 15 Models – Administration Costs	
	Nigel Howe queried whether any consideration had been given to the administration costs of either model. He felt that figures to support the cost of the administration would help with member's decisions about which model to choose. He personally felt that the Kāhui structure should have been done away with, and one entity created.	
	Richard Brooking referred to the resourcing of the individual Kāhui. The Chairperson advised that the Trustees would consider Kāhui support.	
MEETING CLOSED	7.15 PM	
KARAKIA	RICHARD NIANIA	
CHAIRPERSON SIGNATURE		
DATE		

Tatau Tatau o Te Wairoa Inaugural Annual General Meeting

Saturday, 16 December 2017 at 4.00pm

Tane-nui-a-rangi Marae, Nuhaka

ATTENDEE2				
Name (Please Print)	Signature			
1. Nigel How	/hyl// en			
2. Liz Hunkin	//SVEHV.			
3. Peraita Kopp				
4. Minama Rinkley	/h. Theley			
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6. Jackalin Meuro	Aloo			
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8. MAKORO TIPUNA	Mula.			
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11. TANHAI JOHNEN	A C			
12. Hilam Seymour	Magrion			
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Liz Palmer	Flale.			
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17. Maria Cairns				
18. Richard Michia	Know			
19. Laura Kele	Obre Valor			
20. Oher Hughes				
21. Michale Brieks				

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30. DORA- LEI KAMAU.	King.
30. DORA- LEI KAMAU.	
31. Levia Smith	Wagy '
32. Pela Whakatope	
33. Parekura Robinson	S.A.
34. Jessie Smith Christie	986
35. Emmaline Gradisty	Anolog .
36. Terri Pomana	Jeu
Doris Nicholson	P Micholson)
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Tatau Tatau o Te Wairoa Inaugural Annual General Meeting

Saturday, 16 December 2017 at 4.00pm Tane-nui-a-rangi Marae, Nuhaka

ADOI OGIES

APOLOGIES		
Name (Please Print)	Name (Please Print)	
1. Dorothy Williams.	22. Kingsley Walker 23. Aaryn Waller.	
2. An JANI-WI JOHNSON	23. Aaryn Waller.	
3. Ani Patere Shorson	24. Centee alcherson Johnson.	
4. Change Dayson	25. Parts 54	
5. Aniha More	26. Bruce hoka thala.	
6. Rowena Christie.	Agron Huara.	
7. ROSE PERE	28. Heni Tanihana Huata	
8. Pua Taumata	29. Ashleigh Keilani Hudia	
9. San Hughes	30. Comis Hohepa Huara.	
10. Mychail Hughes	31. Verna tuata.	
11. Anna Crachned.	32.	
12. Langi Tamafi	33.	
13. Jemini Smith	34.	
14. Ren Campbell.	35.	
15. Mana Chase	36.	
16. Rusty Tipoki	37.	
17. Rano Hemi Kingi Hueta	38.	
18. Etika Husta	39.	
19. WiTe Tay Husta	40.	
20. Hiva Herak	41.	
21. Jauline Jama vari	42.	