



Minutes of a Annual General Meeting of the Ngatiwai Trust Board held at Te Puna Ō Te Matauranga Marae, Northtec, 58 Raumanga Valley Road, Whangarei, on Saturday 11th October 2014 commencing at 10am

Present: Haydn Edmonds (Chairman), Merepeka Henley (Deputy Chair), Grant Pirihi, Hori P Mahanga, Gary Reti, Max Thompson, Phillip Ngawaka, Andrea Munro, Isha Waetford, Henry Murphy and 62 beneficiaries as per attendance sheets.

Apologies: Kris MacDonald, Annette Baines, Michael Rundlett, Carl Green, Kathy Pita, Milly Reti, Loma Cleave, Brenda Baine Rodney Ngawaka, Himiona Munro, Mook Hohneck,

Meeting commenced at approximately 10.10am with powhiri, mihi and karakia followed by a short break at 10.50am and recommenced at approximately 11.30am.

Chairman's Welcome and Introductions:

Haydn Edmonds welcomed all those present and introduced the Trustees and Board Secretary as follows:

- Merepeka Henley (Deputy Chair)
- Hori P Mahanga
- Henry Murphy
- Andrea Munro
- Phillip Ngawaka
- Grant Pirihi
- Gary Reti
- Max Thompson
- Isha Waetford

- Jim Smillie (CEO)
- Moana MacDonald (Board Secretary)

Haydn also welcomed NTB Legal Advisor Wayne Peters, Financial Advisor Bryce Moffat and Auditor Adelle Allbon.

Notice of Meeting:

Haydn called to order the 2014 Annual General Meeting of the Ngatiwai Trust Board.

Apologies:

The following apologies were received:

Kris MacDonald, Annette Baines, Michael Rundlett, Carl Green, Kathy Pita, Milly Reti, Ricky Reti, Brenda Baines, Honey Baines, Loma Cleave, Rodney Ngawaka, Himiona Munro, Mook Hohneck

Resolved:

“That the apologies be sustained”.

Haydn Edmonds/Hori Parata – Carried

Minutes:

In accordance with normal practice the minutes of the annual general meeting held on 20th December 2013 were approved by the Trustees during the year as being true and correct record of that meeting. I therefore do not propose to have the minutes read.

A copy of the 2013 minutes is available on the NTB website.

Resolved:

“That the minutes of the Annual General Meeting on 20th December 2013 be taken as read”.

Haydn Edmonds/Rawiri Wharemate – Carried

Ngaio McGee – (Tuparehuia): enquired. Are the Trustee minutes approving the 2013 AGM minutes available today? I had asked Jim Smillie at the office yesterday if he could make the minutes available. Haydn responded no.

Auditors Report:

During the year our Auditors, Kennedy Allbon and Tane changed their name to BDO Northland. Their audit report was published on page 12 of the annual report and is unqualified. I have assumed that this has been read by beneficiaries and I therefore do not propose to have it read to the meeting. Are there any questions on the Auditors Report?

We require to formally appoint the Auditors for a further term.

Resolved:

“That Auditors BDO Northland be re-appointed for a further year”.

Haydn Edmonds/ Henry Murphy – carried

Annual Report:

The Annual Report has been available on the website and at the Board’s office. Copies are also available here today.

Resolved:

“That the report and accounts for the year 31 March 2014 be taken as read in accordance with usual practice”.

Haydn Edmonds/Honeri Rapata – carried

Chairman’s Address:

The 2014 Annual Report reflects what has again been a busy year throughout all facets of the Board’s operations. In this report I will briefly summarise the Board and entity activities for the 2013/2014 financial year and provide updates where necessary. More detailed comments are available in the Board’s 2014 Annual Reports.

Financial:

The consolidated net profit for the year ended 31st March 2014 was \$663,300 compared to a profit in the previous year of \$1,201,221. The comparative results are distorted somewhat by the inclusion of a “one off” dividend from Aotea Fisheries Ltd of \$831,086 in the 2013 result and a gain on sale of \$400,000 on the disposal of shares in Oceanz Seafood in the 2014 results. The restructuring of Group Companies during the year has also distorted the “parent company” comparatives in the 2014 year, which makes year to year comparisons difficult. This will correct itself next year when we have two full years with the same structure. Bryce Moffat of Spire, Chartered Accounts will shortly make a presentation on the results and there will be an opportunity you to ask questions.

Overall the Trustees were happy with the result.

Resource Management:

This Unit has had another busy year with focus on a number of diverse areas. Comments on some of these are as follows:

- Recently a MoU was signed with the Ministry of Primary Industry regarding the provision of bio-security services in NZ and Australia. One of our staff members, Dane Karapu has been trained as an Operations Manager and will be in a position to take charge when a bio-security risk arises and a response is required. Ngātiwai are the first iwi in the country to be involved in this way.
- The Unit has had ongoing input throughout the year into the Auckland Unitary Plan. This is a significant document and it is vital that iwi interests are protected into the future.
- One of the main focuses during the year has been a joint GIS project with Whangarei District Council to identify and record sites of significance to Maori throughout the Ngātiwai rohe. While the main thrust of the project is for resource consent purposes, the information will be invaluable in the Treaty Claims process regarding cultural redress.
- Other areas of involvement for the Unit have been the ongoing monitoring of mining activities, continued liaison with the Environmental Protection Authority (EPA) and the monitoring of resource consents with the various local authorities.

During the year the Unit has also assisted the Mokau Marae Committee by providing administrative and accounting assistance during the planning phase for the re-build following the disastrous fire in November 2013. Good progress has been made and funding will shortly be sought to allow the re-build to commence.

Ngātiwai Fishing Limited and Ngātiwai Holdings Limited:

In what has been a challenging environment for the Fishing Industry it is pleasing to once again see improved returns. To provide security of cash flow particularly during the Treaty Claims process the Board has entered into a long term agreement with Aotea Fisheries Ltd. The agreement is initially for a three year period with an opportunity to lock in for a further three years on an acceptable basis. Given the challenges facing this was felt to be a prudent move.

Of concern are the recent statements by the Government regarding the establishment marine recreational fishing parks in the Hauraki Gulf and the Marlborough Sounds. Such moves will have a significant effect on our customary rights and our commercial fishing operations and must be strongly resisted.

During the year the Board sold its remaining 20% stake in Oceanz Seafood Markets Ltd for \$600,000. As the investment had previously been written of the sale resulted in a revenue gain of \$400,000 and a capital gain of \$200,000.

The former is shown in the Statement of Financial Performance and the latter in the Statement of Movements in Enquiry. Overall a satisfactory result, I believe.

Oceans Resort Tutukaka Limited:

Oceans have once again struggled in what has been a depressed and competitive operating environment. The main problem has been achieving an acceptable level of room occupancy, a problem affecting many in the hospitality industry today. In an attempt to reverse this trend the Board has re-branded the hotel as “Quality Hotel Oceans Tutukaka” and joined the Choice Hotel franchise. This will give the hotel a much needed higher profile locally and internationally, and the use of the Choice booking and management systems should assist with the occupancy problem. The restaurant has adopted a new menu and a new manager, Craig Walker who has recently been appointed.

The results will be monitored closely to see if the changes are achieving the required improvement.

Ngātiwai Investment Holdings Limited:

Following the restructuring last year this Company now holds the property interests at Oceans, the Westpac building and the recently acquired interest in the James Street car park. It also holds the Board’s interest in the newly formed joint venture, Ngātiwai Education Limited which I will comment on later.

The car park investment was strategic in that it adjoins the Westpac building and provides car parking facilities for tenants in an area where parking is a problem. I am pleased to report that the vacant floor on the Westpac building has now been tenanted by a government Department on a long term basis and that the car park is now almost fully let.

Together these investments will provide a good return while also providing the opportunity for further development on the car park site.

Education:

The Education team has expanded considerably since last year and during the year formed a joint venture Private Training Establishment to further its strategic goal of achieving a full Wananga status. I am pleased to advise that the Unit was recently

granted New Zealand Qualifications Authority registration allowing it to offer a variety of accredited courses.

A focus of the team has been to continue to grow by forming partnerships with learning centres and schools, the Ministry of Education, the Wananga and other organisations an iwi to improve Ngātiwai student achievement and engagement.

Wireless Network:

The network continues to operate below the break-even point and various indicatives are being taken to improve utilisation. Considerable work has also been done to improve the reliability of the network and to provide cost effective phone services.

Bland Bay Campground:

Several of the facilities at the camp ground were extensively renovated prior of the busy Christmas season and the renovations attracted considerable complimentary comment. Stage 2 of the renovations is currently underway and involves the replacement of the northern ablution block, the extension of the number of camp sites by the construction of a retaining wall and the levelling of previously undulated areas. We have also established a website and on-line booking system and now advertise through the Holiday Parks Association and the Motor Homes Association. Advance bookings indicate that these measures are being successful and it will be interesting to see how the occupancy improves this year.

Treaty Claims:

Following extensive consultation involving over 20 hui during the course of the year the mandate strategy was adopted by a vote of 82% in favour. Submissions on the Deed of Mandate have recently closed and the Crown is in the process of meeting with submitters and listening to their concerns prior to making a recommendation to the Minister on whether or not to grant a mandate. It is hoped that a decision on this will be made before Christmas this year. If granted the next phase in the process is “terms of negotiation” which should take approximately 3 months before official negotiations can commence.

Considerable work has been done since the mandate strategy vote to improve the accuracy of our beneficiary database, and in particular to reduce the number of “gone no address” returns.

A database administrator has been employed for this purpose and I’m pleased to report that significant improvement has been achieved.

Strategic Plan:

The strategic plan has been updated to incorporate the 2013 census information and the new management and organisation structures. The vision, mission and values remain unchanged and are considered to be still relevant.

The strategic goals remain:

- Living and Thriving as Ngātiwai
- Managing our Affairs effectively and,
- Developing our People and Assets

We continue to focus on these and the associated objectives when making decisions, and remain well on track to achieve our strategic objectives by the end of 2016. A copy of the updated plan has been placed on the website.

In Conclusion:

We have again experienced a period of sustained change across all facets of the organisation and I believe that considerable progress has been made in all areas. I consider that we can look forward to the future with some optimism and assure you that the Board will continue to work with the best interests of beneficiaries to the forefront.

Thank you to Jim Smillie and his support team at the Board, to the management and staff at Oceans and to our Financial and Legal Advisors, Thank you for your support and commitment during the years..

To my fellow Trustees thank you for your ongoing support and advice.

Before taking questions I will ask Bryce Moffat to make a brief presentation on the annual accounts:

Comments/Questions:

Aotea Kawiti – (Pataua): commented the information in the annual report regarding Oceans, Tutukaka is the opposite of what you have explained.

Haydn explained the Hotel has been operating for 4 years and has undergone a recent re-branding this year.

Rowan Tautari – (Whananaki): commented all the information you've said reads differently in the annual report.

Haydn responded he his reading a prepared speech. A copy of this speech can be made available on the NTB website.

Lynette Hoey – (Motairehe): commented she has travelled a long way to attend the hui today. It's enlightening to see NTB is starting to accumulate financials to assist beneficiaries. Page 22 of the annual report shows the Board has invested in partnerships. What is the total value of Rathbone James Partnership that the Board has invested \$1.27 million and what is the process for whanau to apply for investments to build capacity at home?

Lynette Stewart – (Whananaki): requested through the Chair. That the report and order of the meeting be continued.

Marie Tautari – (Whananaki): commented last year NTB put a questionnaire out to our people regarding the mandate which was apparently sent to approximately 2000 and you got at 28% response rate voting yes, the rest were probably opposed and yet NTB make out they received a 82% yes vote. Marie continued and after 20 years of fisheries money NTB still hasn't managed to operate a decent registration database.

Aotea Kawiti – (Pataua): Supports Marie's comments. There were 300 submissions lodged with OTS and 200 of those submissions were opposed.

Wayne Peters responded. The Treaty Claims process is a comparative process. If we look at other iwi our voting response was at a higher level compared to other iwi. The entire process is an iwi to iwi comparison.

Allan Peters – (Whananaki): commented we're not interested in other iwi, 28% is not good enough for Ngātiwai.

Annual Accounts:

Bryce Moffat gave a brief presentation of the NTB – Statement of Financial Performance – Group for the year ended 31st March 2014 which included the following:

- Revenue
- Expenses
- Profit
- Assets

A copy of the presentation is attached to the minutes.

Comments/Questions:

Mylie George – (Oakura): commented. Do Trustees understand the financial report/presentation? Haydn responded Trustees have had their financial literacy training they see the financial reports for each month and sign them off with understanding.

Eleanor Baines – (Not registered): commented each marae has a Trustee Representative. Does that representative have a responsibility to take all information back to share with the marae? Phillip Ngawaka responded Motairehe have been to many of the Kawa marae meetings and information is shared.

Merepeka Henley added Trustees are representatives at an iwi level. At the monthly Trust Board meetings Trustees are given a summary of each meeting to be shared with their marae.

Haydn Edmonds added Motairehe has 2 representatives – Trustee Andrea Munro and Alternate Trustee Martin Cleave.

Bryce Moffat answered the question from Lynette Hoey regarding the Rathbone James Partnership. He explained the layout for the investment was \$2 million however it provides a return on the investment and if the building was sold tomorrow it would fetch a sale price of \$3 million.

Rowan Tautari – (Whananaki): When do the holding companies have their AGM's and why are the beneficiaries not informed? Bryce responded the Holding Companies are owned by NTB.

Rowan added under the Maori Land Act the holding companies which are owned by NTB should have an AGM and beneficiaries should be notified of the meeting. Bryce responded the NTB annual report includes the financials for the holding companies and their investments.

Rowan continued the restructuring of the holding company occurred in April 2013. Why were beneficiaries not informed? Bryce explained the restructure occurred so all commercial investment risk is isolated to the NTB holding company.

Rowan added so why were the beneficiaries not informed of the AGM's of the holding companies? Wayne Peters explained the Trustees report/update the beneficiaries. He continued, if the holding companies were to hold individual AGM's we would have those meetings, end them and then hold the NTB AGM hence arriving at the same position we are today with the same accounts.

Allan Peters – (Whananaki): If NTB sold Rathbone Street building how much money would go back to beneficiaries after the Trustees and Advisors get paid? Wayne Peters explained the investments include Limited and General Partners. It's the General Partner that manages the building for the Limited (silent) partners. The fee of \$30k per year covers the administration costs which include all building and partnership issues. The partnership is registered with IRD and the company's office. He continued the building is probably worth \$9 million it's the best building in Whangarei and all floors are occupied with long term leases.

Tamihana Paki – (Takahiwai): enquired, can the presenter explain what the percentage increase is on the equity for year 2013 – 2014 and what does it mean for the iwi? Bryce confirmed there is a 13% increase in equity for the year. When compared with other iwi Ngātiwai hold a strong position.

Winston MacCarthy – (Otetao): commented there seems to be disconnection between profit and people. Winston suggested since Bryce and Wayne benefit from NTB maybe you could give back by creating internships for Ngātiwai people at your companies. Bryce responded if there is anyone that is Ngātiwai with accountancy qualifications come and see us.

Marie Tautari (Whananaki): commented regarding the NTB structure. Do the other partners wish to remain anonymous, and do they own the same amount as NTB? Wayne Peters confirmed yes.

Rowan commented we've been told NTB is accountable to the beneficiaries. Bryce and Wayne explained we have a lot of clients who wish to partner up with investments, some are good investments others are not so. All the partners who NTB have entered into a partnership with have requested their details be kept anonymous.

Marie Coward enquired regarding the gifted facility in Oakura? Merepeka explained the Presbyterian Support gifted an outdoor pursuit facility in Oakura to NTB, this included the bush hut. NTB set a time frame to receive proposals to lease the bush hut, which I did. We have cleaned up the bush hut and it is being utilised.

Lynette Hoey – (Motairehe): enquired what is the process for whanau to apply for investments to build capacity at home? Can we invest in internships for our rangatahi?

Waitai Tua – (Chairman – Otetao marae): thanked NTB for the money Otetao marae has received. What is the process to receive the contribution? Haydn confirmed the funds are available to marae each year and the marae needs to write to NTB for their funds.

Ngaio McGee – (Tuparehuia): can Wayne explain the procedures regarding the AGM's and reports?

Wayne clarified if you have a meeting for each company you would need to proceed through the meetings one at a time and end each meeting prior to having the next, however there is only 1 annual report which is an account of all the reports for each company.

Ngaio McGee – (Tuparehuia): enquired. Do the reports exist and are the beneficiaries entitled to see the reports? Response was no.

Haydn commented we need to move forward and dialogue with beneficiaries more. He added that NTB could hold more quality hui prior to the AGM and suggested 3 Hui-a-iwi per year. This suggestion will be taken to a Trustee meeting for consideration.

Jury Greenland – (Ngaiotonga): commented he notices the losses in the reports for Oceans and asked the following questions:

- *What did we purchase it for*
- *Is it a good investment*
- *What is the vision for it*

Bryce replied the losses are recorded to date. Oceans was a strategic purchase if sold we would get back money and the losses. He continued we have recently changed Oceans branding and we have appointed a new manager.

Mylie George – (Oakura): commented I've looked over the financials and I see the poor state of our marae, it appears to me that money is not going back to our people or our marae. Is the money coming back to uri o Ngātiwai? Wayne responded you've raised a number of things about us as an iwi however our investment quota has grown over the years. He explained if a distribution of 10% was made to beneficiaries they would receive \$70 per person, per year which is hardly life changing.

My advice is do we take a long view towards development or short term. There has been \$500k spent on Tuparehuia. *Mylie reiterated the money is not coming back to the people.* Wayne responded we've just spent \$500k on Tuparehuia.

Jim Peters – (Whananaki): offered Tanui as an example, they offer educational grants and all the money goes to their marae. Tanui income is received from sustained commercial investments.

David McCarthy – (Otetao): commented the census statistics 2013 shows an increase in Maori population. Wayne commented the 2013 census has risen 18% since the 2006 census. Ngātiwai is the fastest growing iwi in the north. There is obviously an increase in the need for a sense of belonging.

Rawiri Wharemate – (Kawa): commented Kati Mamoe have developed capacity in their marae to bring advisors to their marae hui. We need to build capacity in each of our marae to do the same so we are self-reliant and are trained in financials so we know how to apply for funding and other necessities for our marae.

Mylie George – (Oakura): acknowledged the comments made by Jim Peters. Mylie is from Tanui also and added 20 years on from the Tainui settlement the marae have now become self-reliant. However Ngātiwai marae need putea and we need help. Haydn responded everything you've said is right. NTB ought to be that help just like we are currently doing with Mokau marae.

Lynette Hoey – (Motairehe): commented we want capacity not handouts.

Lynette Stewart – (Whananaki): commented it's not good that NTB money funds are used on facilities that are already Government funded.

Ngaio McGee – (Tuparehuia): commented NTB has invested in Bland Bay Campground. Will NTB require that Bland Bay Campground pay that investment back to NTB? The MLC order states all profit from the Campground goes to Tuparehuia? Bryce responded the operations of the campground have a separate company loan which is expected to be repaid.

Ngaio added is this the company that yourself, Haydn, Kris and Merepeka are Directors for? Bryce responded yes.

Rowan Tautari – (Whananaki): enquired do all the companies have constitutions? Wayne confirmed the Ngātiwai Holding Companies have constitutions Ngātiwai Management Limited does not as per the Companies Act beneficiaries can request a copy of the constitutions and to be informed of general meetings. Wayne added some of the companies have shareholders.

Rowan Tautari – (Whananaki): commented, can you clarify? Wayne explained there is no transferring of shares between the holding and fishing company.

Rowan added so any adult member can write and ask for details for an AGM and attend.

Haydn commented we want people to be better information hence we will have Trustees look at the proposal to hold more meetings during the year.

Jim Peters – (Whananaki): Acknowledged the work of the Education Unit, it is a positive move forward.

Marama Waddell – (New Registration): Suggested that the name “beneficiary” be changed to “owner”.

Lavinia McGee – (Kawa): commented she supports the educating of our rangatahi. This year we have only managed to hold 2 rangatahi wananga because the funding was used elsewhere and asked that the Board provide support and funding for future rangatahi wananga.

Haydn responded we are placing more time and money into our youth we currently have a group of our young people sailing with the R Tucker Thompson through our Ngātiwai waters.

Annual Report and Accounts:

Haydn continued with the meeting’s agenda as follows:

I now put the motion to the meeting that the Chairman’s Address, Annual Report and Accounts for the year to 31 March 2014 be adopted.

Haydn Edmonds/Eileen Tua – carried

The following names are recorded as not accepting the annual report and accounts for the year to 31 March 2014 be adopted.

- Aotea Kawiti
- Mylie George
- Lynette Hoey
- Ngaio McGee
- Marie Tautari
- Rowan Tautari
- Tuhi Tama Hoey

Marie Tautari – (Whananaki): continued I don’t accept your report and I don’t accept your advice Wayne. It’s not right that investors don’t provide their names.

Trust Deed Review:

Wayne Peters gave a brief presentation/introduction of the Trust Deed Review and explained the following:

- NTB Trust Deed 2006 – a draft was sent out for approval from the Treaty of Waitangi Fisheries Commission and Charities Commission. Although the document was given approval it was noticed there were technical mistakes that required review.

- 2011 – NTB proposed changes to the Trust Deed
- 2014 – NTB requested submissions for changes to the Trust Deed which was advertised on the NTB website along with copies of the current Trust Deed and proposed amendments to the Trust Deed. Copies were also available at the office.
- At the close of the submission period – 4 submissions were received.

The following resolutions were displayed for consideration:

1. In relation to the 'Proposed Amendments to Ngātiwai Trust Board Deed of Trust', it is agreed that:

To the extent that any clause has not been the subject of any recommendation for discussion, then those clauses are approved, and Ngātiwai Trust Board is given the authority to proceed with registration of such changes.

2. In relations to the "Proposed Amendments to Ngātiwai Trust Board Deed of Trust", it is agreed that:


The remaining changes be approved, save and expect where this meeting has (subject to amendments) agreed to an amendment and Ngātiwai Trust Board is given the authority to proceed with registration of such changes.

Mylie George – (Oakura): commented. Can you please keep the language simple?

Ngaio McGee – (Tuparehuia): commented people were denied the opportunity to bring kaumātua to the meeting to discuss their submission. Wayne replied you had been informed that his process has 2 stages to it and you would be given the opportunity to involve kaumātua at the 2nd stage.

Rowan Tautari – (Whananaki): added it was her that asked to bring kaumātua to the meeting.

The meeting was closed with a karakia from Nupere Ngawaka at approximately 1.25pm.



Moana MacDonald
Board Secretary



Haydn Edmonds
Chairman