Minutes of Annual General Meeting of the Ngatiwai Trust Board on Saturday 25th November 2017, Level 2 Lounge, Toll Stadium, 51 Okara Drive, Whangarei

Present: Haydn Edmonds (Chairman), Phillip Ngawaka (Deputy Chair), Merepeka Henley, Kathy Caldwell, Annette Baines, Henry Murphy, Gary Reti, Mike Rundlett, Aperahama Kerepeti-Edwards, 49 Registered Members as per attendance sheets.

Trustee Apologies: Martin Cleave, Ropata Diamond and Hori P Mahanga

Other Apologies: Moana MacDonald (Board Secretary), Judith Klink, Suie Rata, Marge George, Allie and Elizabeth Baines, Thelma Conner, Rata Thompson, Ella George, John and Gloria Martin

In Attendance: Hayden Keast (Auditor), Sandra Hawken (Minute Taker), Kris MacDonald (CEO), Angeline Waetford (COO), Angela Gill (CFO), Toni Maria Sweeney (Database Manager), Hannah Edmonds (Admin Assistant)

The meeting commenced at approximately 10.15am with a whakatau and after a short break at 10:30am the meeting was recommenced at approximately 11am.

Karakia: Aperahama Kerepeti-Edwards
Mihi: Nupere Ngawaka, Hori Parata, Carmen Hetaraka

1.0: Chairman's welcome and introduction:

a) Haydn Edmonds addressed the meeting welcoming Trustees and Beneficiaries to the Annual General Meeting of the Ngātiwai Trust Board for 2017.
b) Haydn confirmed there was a quorum of 9 Trustees and more than 40 Beneficiaries. He then outlined procedures for the meeting and introduced the Trustees, Managers, Staff Members and the Auditor Hayden Keast.
c) Having made introductions Haydn called the meeting to order and called for apologies.

2.0 Apologies:

a) Martin Cleave, Ropata Diamond, Hori P Mahanga, Moana MacDonald, Judith Klink, Suie Rata, Marge George, Allie and Elizabeth Baines, Thelma Conner, Rata Thompson, Ella George, John and Gloria Martin

2.1 It was resolved:
a) That the apologies be accepted.
Moved: Haydn Edmonds, Seconded: Henry Murphy – CARRIED

3.0 Minutes:

a) The minutes of the previous Annual General Meeting held on the 17th December 2016 were approved by the Trustees during the year as being a "true and correct record". I therefore do not propose to have the minutes read.

3.1 It was resolved:

a) That the minutes of the Annual General Meeting held 17th December 2016 be taken as read and approved.
Moved: Haydn Edmonds: Seconded: Henry Murphy - CARRIED

4.0 Auditors Report:

a) Haydn explained the BDO Northland Audit Report was published on page 48 of the Annual Report and is unqualified. I have assumed that this has been read by beneficiaries and therefore do not propose to have it read at this meeting.
b) Haydn asked for questions on the Auditor's Report and none were forthcoming.
c) We are required to appoint Auditors for a further term. Haydn Edmonds moved that BDO Northland be re-appointed for a further year.

5.1 It was resolved:

a) That BDO Northland be appointed for a further year.
Moved: Haydn Edmonds: Seconded: Henry Murphy - CARRIED

6.0 Annual Report:

a) Haydn highlighted the Annual Report has been available on the website and at the Board Office. Copies are also available here today.
b) I now move that Report and Accounts for the year to 31st March 2017 be taken as read in accordance with the usual practice.

6.1 It was resolved:

a) That the Report and Accounts for the year to 31 March 2017 be taken as read in accordance with the usual practice.
Moved: Haydn Edmonds: Seconded: Phillip Ngawaka - CARRIED

7.0 Chairman's Address:

a) Haydn presented the Chairman's report. On behalf of my fellow Trustees and the Ngātiwai Trust Board, I am pleased to report on the Board's Governance Activities for the year ended 31 March 2017.
b) This year was an election year for the Ngātiwai Trust Board, with results being officially advised by Election Services in February.
c) I congratulate the following four new Trustees, Kathleen Caldwell, Aperahama Edwards, Ropata Diamond and Martin Cleave. I look forward to working with the new Trustees, together with our returning Trustees Phillip Ngawaka, Merepeka Henley, Michael Rundlett, Henry Murphy, Annie Baines, Gary Reti and Hori P Mahanga.
d) To our outgoing Trustees I would like to take the time and the opportunity to thank them form for their dedication during their time as a Trustee's. I would also like to thank the whanau who participated in the vote this year for those new Trustees who have come on.
e) An absolute highlight during this time was our watch Kaumātua roopu travelling down to Te Papa in Wellington to perform and celebrate two days in the Kaumatua Kapa Haka. And participate with Over 500 other kaumātua from around Aotearoa for the 2017 Matariki Celebrations. The festival is in its 10th year and our Ngātiwai kaumātua roopu performed as the first ever Te Tai Tokerau roopu and they did their whānau, hapū and iwi proud with their magnificent performances. So I have asked them to perform to give us a little snapshot later on this morning. Since making their trip the kaumātua are already talking and planning for next year's trip.

f) On Saturday the 20th August 2016, a Pou Whenua was erected at dawn on the foreshore of Mimiwhangata by the hapū and marae of Ngātiwai. This Pou was raised to protest against and signal against the dissatisfaction with the government's proposed marine legislation at Mimiwhangata. The Pou is named Manaia and was carved by Ngātiwai Tohunga Whakaiaro Te Warihi Hetaraka.

g) The name is significant, as Mimiwhangata is the ancestral homeland of Ngāti Manaia and Ngātiwai. Around 120 of our people gathered, with hapū from all of Ngātiwai present to mark this memorable day in history when we all came together on one kaupapa and were united as one.

h) In March this year Te Kupenga Reo o Ngātiwai was launched as an iwi wide reo and tikanga revitalisation project. It was launched at Paratene te Manu Marae in Ngunguru and after hui and korero with the whānau on various respective marae the Te Kupenga reo team now deliver a program for our people. "Ma Ngātiwai, Mo Ngātiwai, E ai ki te kōrero o Ngātiwai" - "For Ngātiwai, By Ngātiwai, According to Ngātiwai". I acknowledge the Te Kupenga Reo o Ngātiwai team, Taipari Munro, Merepeka Henley, Joeann Walters, Aperahama Kerepeti Edwards, Elliot Heremaia and the late Sarah Burkhardt who deliver this successful program.

i) The management of Oceans Resort at Tutukaka have worked tirelessly over the last year and have turned a corner resulting in an improvement in trading results. A strategic planning day was held in 2016 and the decisions made from that day are proving to be sensible and I am excited at the direction in which we are heading.

j) I am very pleased that as a Board we continue to provide Educational Scholarships to registered members studying at a tertiary level. A total of 49 scholarships were awarded to Ngātiwai tauira for 2017, an increase from the 33 we supported last year. The Board has also supported a range of groups and individuals to help them reach their full potential, granting 11 sponsorships over the year.

k) The Bland Bay Campground had a great summer. Wayne Johnstone in his fourth year as the Campground Manager reported that the usual periods over Christmas and New year were typically very busy. Outside of this busy period, the camp ground had a couple of major events, one being the hosting of 320 Hash House Harriers from all around the world. Well done Wayne.

l) Finally we continue to hold Hui-a-Iwi during the year, meeting with whānau on marae to report back the board's activities for the quarter and to discuss important and relevant issues such as treaty settlement issues, post governance structures, MACA, overlapping claims and much more. We have received the tribunal report and will shortly call for a meeting of all Ngātiwai to korero with everyone to find a way forward from here.

m) In February this year the board confirmed the appointment of a new Chief Executive Officer. We interviewed outstanding candidates during this process and appointed Kris MacDonald to take Ngātiwai forward, he brings vast knowledge and skills that will be beneficial in ensuring that our iwi thrives now and into the future.

n) To Angeline Waetford, who had been the acting CEO for the previous 12 month's I acknowledge Angeline for stepping into the role of Acting Chief Executive Officer. Angeline ensured that operations of the Trust Board maintained a high level of continuity while we worked through the process of appointing a permanent CEO.

o) Angeline took up the role of Chief Operating Officer or (COO) to the CEO and the appointment of Angela Gill as Chief Financial Officer has added to the strength of our ability to respond to contracting compliance and clear financial oversight.

p) Also the appointment of Hayley MacDonald, our in-house counsel, who comes with a vast knowledge of the Ngātiwai Trust Board increase which completes the direction from the AGM in 2014 which called for the development of these skill sets in house.

q) To the staff I thank you for your mahi and all that you do for our people. Your work is greatly appreciated. I acknowledge you for your continued commitment and focus on achieving the best outcomes for our Iwi.

r) To my fellow Trustees, thank you for your continued support and counsel during the year. I am humbled and privileged to again be chosen as the chairman of the board, this being my sixth

consecutive year. Phillip Ngawaka is my deputy and we are both proud to be representing our Iwi and leading the Ngātiwai Trust Board through this next phase.

s) Before taking questions I will ask our Chief Operating Officer, Angeline Waetford to make a presentation on the annual accounts and operations.

8.0 Annual Accounts and Operations:

Angeline Waetford gave an overview and breakdown of the Annual Accounts and Operations.

8.1 Questions and Answers:

a) **Donna Tamaki** asked for clarity regarding:
- The "loan receivable from Ngātiwai International Limited that was written off as a cost during the year".
- Ngātiwai operating with a deficit.
- What were the expenses? Expenses were listed in the report but would have preferred to have them on screen with the other information.
- Herself only receiving the Report today as she has been unable to access the website etc. All Beneficiaries should be sent a hard copy of the report before the meeting.

b) **Angeline** responded to Donna Tamaki's questions giving further breakdowns to help with clarity.

c) **Addie Smith** noted that the Ngātiwai Trust Board, for the last few years, has made a concentrated effort on turning a profit. She asked Haydn. Where does it show how Ngātiwai have helped our people. People need assistance with housing and things and some of them need help right now, but what is happening. Addie continued I see money going towards huge investments and asked why some of this money couldn't be put to use helping the people. To her this was a concern and a worry. Help was needed now not next year or in the future.

d) **Haydn** responded that Addie was quite right it does not show in the report. Ngātiwai Trust Board have gone door to door to ask what people's needs are but have just passed a full strategy to show what the Social Conscience of Ngātiwai is. To show how the funds get from here to the people who need them and how we will proceed from here. What you have asked is not unreasonable and this strategy will make sure that we have a social component going forward. And will report over the next 12 months through Hui-a-Iwi.
Haydn also made comment to Donna Tamaki's questions as well and notes that so far all the questions asked the Ngātiwai Trust Board are moving towards progressing them. If anyone had any further questions he will be happy to answer them at the coming Hui-a-iwi as well. He also made mention of the fact that this year money was given back to nga marae.

e) **Donna** asked what did 100% at Oceans mean, what exactly do we own?
Hayden Clarified that Ngātiwai owns 28 rooms and 3 Apartments in the hotel complex. These are booked out throughout the year with the apartments sometimes being leased for periods of time. Angeline clarified that 100% meant we had 100% shares in the hotel and restaurant (which includes the rooms Hayden spoke of) not the whole complex.

f) **Unnamed male 1** appreciated and thanked Ngātiwai for, a scholarship that he recently received. He acknowledge, looking at the financial information, that Oceans was turning around (financially) but what was the strategy for Ngātiwai going forward to recoup the losses?

g) **Haydn** replied that Ngātiwai were working with the Minister of Tourism on a Tourism Strategy. Oceans is a key link in this strategy but the strategy is more than just a hotel. We are working very hard to ensure our marae, our people are also linked to this strategy. We have been working on this for a while and this is the second year of our planning with a meeting coming up with Tourism NZ.

h) **Unnamed male 1** noted he was looking forward to see this in action. In regards to the Ngātiwai International loan written off - what was the process around the decision to give them a loan? Most businesses risk their own money when starting up.

i) Angeline Waetford explained the process that lead to the decision to give a loan to Ngātiwai International. Unfortunately the partner reneged on their part and were unable to repay the loan and the decision was to liquidate. There is no longer any involvement with those directors.

j) **Mike Leuluai** asked in relations to Oceans is there a timeframe from time of investing in Oceans to the setup of this venture (Tourism Strategy)" and "does the other shareholders e.g. wayne and them, share the same vision?" Is there a plan?

k) Haydn Edmonds what is the driver of this venture? It has to be that the story is put right. When does that start? It starts on the 19th of next month. It's when we start the process of dialogue. The hotel and tourism industry is a place where we can participate and use it to build capacity for Ngātiwai the plan going forward is to engage in Tourism. We are working on a strategy to go forward and I am happy to be accountable over the next 12 months to report the progress on the hotel.

l) **Mark McMath** supported the Tourism strategy going forward and feels that Ngātiwai are right about the Tourism path. He noted it has been a long time since the issue about the Poor Knights was raised and agrees that the government needs to do right. Then this plan will be a success. In terms of employment Mark states that Ngātiwai's biggest asset is in fact their employees. But says you can't employ employees just on a casual basis. If you are going to employ people on the terms that it is good for our people then you need to employ some on a permanent basis because they are key to your success of you hotel. Mark described a casual employee's situation and said that Ngātiwai needed to look after their employees better than that. There has to be a better balance.

m) **Carmen Hetaraka** gave a korero in te reo māori. He reflected out loud on what has happened in the past. But going forward he wanted everyone to come together. There were individual Ngātiwai groups all over going about their own business but it is time for everyone to come together and be Ngātiwai again. Especially at this time where the report (from the Treaty Claims Committee) questions who we are. We need to not be matapiko (selfish) and come together. Carmen has committed to help strengthen ourselves and to tautoko the Board.

n) **Addie Smith** wanted to clarify that she was familiar with the Education department. And worked closely at the time with the International situation. She says at the time the Board did not have the capacity to host and look after international students. It showed that the Board couldn't look after us, the people here, and then wouldn't look after the international students that were to come here. Addie said she advised the group (Ngātiwai International) not to bring internationals to Whangarei until the Trust Board had a Pastoral Care Program good and tight. The partnership was very important and it didn't go anywhere.

o) **Donna** commented that after what she just heard it was obvious that the Board did not do due diligence. Donna had whānaunga that was part of that and they lost money so again obviously there was no due diligence done from the Board.

p) **Haydn** responded that at the time due diligence was done by the CEO, at the time, and that an outside source was used. Hayden mentioned that he was pulled up at the time and questioned on the fact that the Board did not have the capacity internally to do this. Since then the board has worked to change that. We now have in-house council which means we have the capacity internally to be more efficient. Adding a COO and CFO to the Management Team has seen Ngātiwai's capacity grow. We have tightened up processes to include independent voice in the form of external directors that give us assistance so that when the hard questions are asked we have the capacity. Every step has to be qualified. This Board has oversight on every single thing going on and it now has the capacity to deal with it internally. Haydn invited people to not just consult with face-book but to make time to come and sit with the people who can tell them.

q) **Donna** asked Haydn "what you are saying is because you now have the internal capacity this will never happen again?"

r) **Haydn** responded "Yes".

s) **Donna** commented then said so now you have an internal process she had other takē on the floor with Ngātiwai Trust Board that nothing had been done about. She said she had been to the office and talked with all of them and that not one thing has been done, no-one has got back to

her about her takē so don't quote the open door policy when nothing is done. And feels she is still owed korero over it. The korero was to be left for General Business.

t) **Lynette Hoey** was happy with the change in the $1 per year rental from the past. She noted the importance of the Eco Tourism Strategy for Ngātiwai and that it was promoted properly. But she wanted to see that the Customary and Sovereignty Rights of the islands be, in the first instance, collated because they have not been completed or recognised by the government since the Fisheries Rights. She didn't want to see these new activities overlay this old takē when things haven't yet been resolved with the government. She also didn't want to see other tourism operators coming into our area and continuing to exploit the beauty of our whenua out there. There are other opportunities to be had. We are the only Iwi in Northland that still maintains our customary take on mana moi. Can we share and develop those customary activities properly. Would like to see hapū and marae participate in the plan and build the foundation for it.

u) **Haydn** asked if the kaupapa could be kept to the report and leave other matters to General Business.

v) **Kristy Henare** questioned the totals on Page 35 of the report and asked what the expenditure of $26K to Te Rarawa was? And looking at expenses would like the Trust Board to consider holding the AGM's at marae to reduce costs.

w) Angeline Waetford explained the totals were from 2016 and this year showed a reduced debt and the Te Rarawa payment was a Foundation North Grant that was applied for Te Rarawa using Ngātiwai as an umbrella because they were not a legal entity at the time.

8.2 It was resolved:

a) That the Annual Accounts and Report be adopted.
Moved: Haydn Edmonds: Seconded: Henry Murphy - CARRIED

The Kaumātua Kuia Kapa Haka gave a short performance before General Business.

9.0 General Business:

a) **Rudy Taylor** wanted to acknowledge whanaunga from Ngātiwai. He wanted to say to everyone here that he tautoko Ngātiwai kaupapa. It is important to see that the benefits go back to our people but it's also important that you, the people, are the back bone of the Trust. Without the people, without the Trustees we will go, everyone will go. A hui with the Ministers at Waitangi shows they want to see things progress. We need to make sure that the message is the right message that the people understands. And that's where the communications between the people and the board is important and where the questions can be asked. But I want to say to everyone here that in the political realm you have a choice to make. Sometimes you want to go back home sometimes you might not have that time to talk but we have got to trust that the people that we put up there (Trustees) and that the right message is coming back to those people that they owe it to and that is what we know as tikanga, whanaungatanga and tautoko. He also wants to acknowledge Ngai Tahu who has a new Chair that is a woman and where 50% of their Board is women. That shows we need to acknowledge our women in the North. If you want to do some knocking then go get on the Board and try it out. No reira tena koutou Ngātiwai.

b) **Haydn** called for any further General Business and acknowledged he had mahi to work through with Donna Tamaki.

c) **Elise** wants to acknowledge the Trustees today and the Trustees of the past. In the past you invested $200 into me. It's not a lot but at the time it was. You invested in Tamariki o Aotearoa and I became a teacher. You never get to see that on the assets, you never get to see the investment you put into our people. Now I train others in classrooms in Australia and New

Zealand. It is voluntarily but is my koha back for when Ngātiwai invested in me. You never get to see it and you need to hear it. What Ngātiwai did for me and my way of giving back.

d) **Haydn** thanked Elise for her koha and asked for any other general business.
e) **Unnamed man 2** - I have been talking for a long time as a roopu and maybe I am the only one in the roopu but our name Ngātiwai should have a space between Ngāti and the wai.
f) **Haydn** responded saying it was not for the Board but for the kaumātua and kuia to have the korero should they feel the need.
g) **Mike Leuluai** asked how can he trust that if the Trustees are staying the same and the whakaaro stays the same that we will go forward and not just stay the same?
h) **Haydn** quoted Martin Luther King and stated that the Trustees, in differing ways have the best interests of the people they represent. If they are communicating with you then you need to ask them what's going on. I have asked the Trustees take the korero back to you. I have asked the kaumātua and kuia to be more involved with the Trust Board. There is a point of here we must stop and turn and that point is now with the report from the Treaty Claims. We intend to address the report claims at next year's Hui-a-iwi where we will call all the marae and hapū to come together and call themselves Ngātiwai. It's not in anyone's interest to continue without the unity of Ngātiwai our mana comes from the sea and all our islands and I want to call to all the people of the sea to come together.
Haydn asked that they be judged by the work they are doing. And made a commitment to come and to speak to not just him but to the experience in the office not just once a year. There are things to do going forward. I have asked for a work plan so people can see what we are doing and so that we can be held accountable by the plan. Trustees are always asking for accountability and we are committed to that.
Haydn acknowledged Donna Tamaki again and promised to work with her through the issue she has.
i) **Bella Tamehana** acknowledged the Board for the recent grant for her mokopuna she will be in her 2nd year of her degree. Her commitment to her study and work in her roe of Ngātiwai is strong and as her Grandmother I will ensure she keeps that commitment because we need help in our communities. I also acknowledge the Board for their support of the Takutaimoana applications, for me it was a step in closing the gap between us and between whanau, hapu, marae. If you walk with us we will walk with you and if you go anywhere don't forget to take us with you raruraru from the past the re-start of negotiations was where my mamae started it is about whakapapa, it's about whānau, when Ngātiwai acknowledged our whakapapa with my Takutaimoana application. Bella thanked Haydn and the Board for their kaupapa.
j) **Lynette Hoey** request it be noted that she was disappointed that her trustee wasn't here today. She is looking for a way to work with Trustees. She wanted to know if it was possible to see what portfolios Trustees had 10 to ensure they are doing the best by us and to know where to go to rather than mob the CEO. Is there a Trustee they can first touch base with going forward and how we can support the Trustees. Also granny always told that the kaupapa for our islands was always done around kai. Is there a way to get back to sharing our kai not only through our mouth but up here (mind) as well.
k) **Haydn** stated a portfolio list will go in the next report. That her Trustee is very vocal.
l) **Joeann Waata** gave a mihi to kaumātua kuia, Board and people of Ngātiwai. Joeann said she had heard the word commitment, commitment to Ngātiwai. She asked for the same commitment for the reo. Te reo o Ngātiwai. Te Kupenga reo has been going around the rohe promoting the tikanga of the reo but has seen no Trustees other than 2 at any of these. You talk about commitment but where is the commitment to our reo? Joeann would like to see commitment for our reo and tikanga.
m) **Donna** supported the tautoko re the business plan for Ngātiwai, and any vacancies within the Board to be advertised them out to the whole of Ngātwai. And, after being attacked on the premises, asked to see a Health and Safety Policy before she would return to Ngātiwai offices.
n) **Mark McMath** commented I am unhappy with the Treaty Claims and a Trustee being a negotiator. Mark expressed his concerns and thought it would be best for Haydn to step down. He thought there was a conflict of interest.

With no further business Haydn Edmonds called the meeting to a close and asked the kaumātua to close the meeting followed by a shared kai.

Meeting closed with karakia and himene at 12.50pm.

Sandra Hawken
Minute Taker

Haydn Edmonds
Chairman