

**Minutes of the Annual General Meeting of
Te Rūnanga a Rangitāne o Wairau Trust and
Rangitāne o Wairau Settlement Trust
held on Saturday 17 November 2018, 10:30am
Ūkaipō, Grovetown, Blenheim**



Rangitāne
Te Rūnanga a Rangitāne o Wairau

PRESENT:

Trustees: Wendy Hynes (Chairperson), Calvin Hart (Deputy Chairperson), Janis de Thierry, Haysley MacDonald, Jeremy MacLeod

Directors: Tā Mark Solomon (RHL/RIL Chairperson), Dave Jessep (ARCC Chairperson), Brett Ellison

Present: George Aldridge, Fabian Aldridge, Lauree Ashworth, Mayson Beissel, Carter Beissel, Oakley Beissel, Dianne Bell, Margaret Bond, Lisa Bradley, Janet Carey, Moira Carey, Kuia Carey, Lynn Currie, Teoti Hou de Thierry, Kowhai de Thierry, Anthony de Thierry, Kaariama Papa de Thierry, Wirihana de Thierry-Lulatau, Rina Puhipuh de Thierry-Lulatau, DeCeanrae de Thierry-Lulatau, Pirihiara Douglas, Amiria Finlay, Mandy Fryer, Michael Fryer, Luke Fryer, Endya Fryer, Marc Gardiner, Mercedes Gardiner, John Gardiner, Valerie Goold, Wayne Green, Moira Hebbard, Wanda Hebbard, Tristan Heggulun, Jessica Hill, Imogen Holmstead-Scott, Charlotte Howard, William Huntley, Safari Hynes, Sydney Hynes, Jeffrey Hynes, India Hynes, Juna Joseph, Tawaroa Kawana, Tangi MacDonald, Roepa MacDonald, Erina MacDonald, Stevie MacDonald, Margaret MacDonald, Melanie MacDonald, Helen MacDonald, Alex MacDonald, Ti MacDonald, Margaret J MacDonald, Luckie MacDonald, Leela MacDonald, Phillip MacDonald, Eileen MacDonald, Chris MacDonald, Jazmine MacDonald, Brigham MacDonald, Francis MacDonald, Taane MacDonald, Paora Mackie, Erica Mason, Sally McAllister, Sarah McCardle, Derek McDonald, Connie McDonald, Carol McDonald, Kelly McDonald-Beckett, Peyton McDonald-Gray, Jhonte McFadyen-MacDonald, Tanuia McGregor, Gemma McKinney, Peter Meihana, Francis Minnell, Elijah Minnell, Shelley Minnell, Priscis Minnell, Brian Minnell, Rurea L Minnell, Marie Moore, Teani Moore, Macky Neame, Tamara Neame, Ranae Niven, Kereana Norton, Sue Parish, Harold Pearce, Rahui Peni, Tina Porou, David Proctor, Ashleigh Proctor, Henry Rauhihi, Daphne Rauhihi, Ngaa Rauuira, Pikihiua Reihana, Donald Ripley, Lacey Russel, Gloria Russell, Howard Sadd, Pauline Sadd, Jeanine Sadd, Monique Sampan, Karen Schwamm, Frances Seng, Lisa Singh, Mohinderpal Singh, Raymond Smith, Chanel Starkey, Michael Tamepo, Janelle Tamihana, Justin Tamihana, Naomi Tatana, Richard Taylor, Diane Taylor, Sue Taylor, Bianca Travers, Viveyan Tuhimata, Wiremu Tuhimata, Margharita Tupara, Shevourne Tupara, Sheree Vruink, Richard Vruink, Matt Williams, Teri Williams, Elaine Wilson, G L Wilson

IN ATTENDANCE:

Staff: Nicholas Chin (General Manager), Corey Hebbard (Board Secretary), Deedee Bancroft, Elsie Elkington, Donna Grace, Risman MacDonald, Jodie Palatchie, Madelene Reimers, Diane Ryan, Te Ata Tuhimata

electionz.com: Robyn Garrett

Deloitte: Mark Bewley

Radich Law: Miriam Radich

Kahui Legal: Damian Stone

Kendons: Michael Markham

1. OPENING KARAKIA/MIHIMIHI:

Jeremy MacLeod opened the hui with karakia. The Trust Chairperson welcomed attendees, and advised those present that the hui was being recorded. Trustees, Directors and Advisors introduced themselves.

2. APOLOGIES

The following apologies were received: Rea Arona, Kahutiare Rangi Fahey, Ronnette Heiford, Maarata Holland, Hine Luke, Kisean Luke, Leigh MacDonald, Judith MacDonald, Andrew MacDonald, Leslie McDonald, Len McDonald, Zane McDonald, Buna McDonald, Jordan Pearse, Wilson Pearse, Amon Pearse, Raetea Robinson, Mereaina Robinson, Riria Robinson, Nada Sadd, Georg Smiler, Isobel Smith, Teresa Taylor, Lee Taylor, Ezra Taylor, Corran Taylor, Jane Tibble

MOTION 1:	That the apologies be accepted
Moved:	Jeanine Sadd
Seconded:	Gemma McKinney
Carried:	CARRIED UNANIMOUSLY

3. OVERVIEW OF ANNUAL GENERAL MEETING FORMAT

The Trust Chairperson provided members with an overview of the AGM, including a PowerPoint presentation providing an overview of the vote collection process, the Group structure and the agenda for the Annual General Meeting. The Trust Chairperson advise that voting would remain open until the business of the Settlement Trust had been transacted, specifically any discussion relative to the Special Resolution. Other agenda items for the Settlement Trust AGM would be deferred to the Trust AGM due to the consolidation of annual reporting and planning.

4. SPECIAL RESOLUTION

The Trust Chairperson introduced Damian Stone of Kahui Legal. Damian Stone provided a summary to members in relation to the special resolution, including that:

- The Trustees of the Settlement Trust are seeking the approval of Adult Members of Rangitāne o Wairau of a special resolution, to approve three transactions (which occurred in 2012 and 2014) which are “Major Transactions” under clause 1.1 of the Settlement Trust Deed of Trust (Trust Deed). A fact sheet outlining the background and rationale for the special resolution was circulated to Adult Members with their voting pack.
- The Trustees sought advice as to whether the transactions were “Major Transactions”. The advice confirmed they were considered to be, and that they were not mandated as part of the for the Deed of Settlement, because at that time a different structure was contemplated for the administration of the settlement assets.
- The Trustees sought confirmation from the High Court relative to the next steps.
- The High Court confirmed that:
 - The Transactions are Major Transactions, consistent with the provisions of the Trust Deed
 - The Transactions did not have the approval of the Adult Members of Rangitāne
 - The Trustees must seek retrospective approval from the Adult Members of Rangitāne with some urgency
- The intent of the special resolution is to approve the transactions and to confirm the current structure.

David Proctor asked for clarification as to when Kahui Legal was engaged by the Trust, to which Damian Stone confirmed that Kahui Legal was first engaged by the Trust in 2016, and had provided advice on

this matter since that time. David Proctor also asked whether the Trustees of the time, of which he noted he was one, had taken appropriate steps. Damian Stone confirmed that the Trust's view was that there had been no detriment relative to the settlement assets. He went on to explain that the provisions of the Trust Deed had not been complied with in relation to the necessary approval and the special resolution would provide that approval. David Proctor also noted that some Trustees refused to sign transfer documentation in 2015 and 2016. Damian Stone responded that refusal to sign on the basis of the transactions being Major Transactions which did not have approval of Adult Members was a decision vindicated by the High Court.

Ranae Niven spoke of her role as a Communications Specialist engaging with whānau on issues of importance to them. She asked of Jeremy MacLeod and Janis de Thierry as to whether they thought whānau deserved a say and whether tikanga had been followed in the discussion surrounding the special resolution. Jeremy MacLeod and Janis de Thierry responded to the concerns, making it clear that while the Trust Board always tries to do things right, there are times when it can improve. They also noted that the Trust Board saw communications as paramount to who we are as an organisation.

Several members sought clarification as to the wording of the special resolution and how it could be interpreted. Damian Stone confirmed that the wording of the special resolution was clear and consistent with resolutions of its type. He also noted that approving the transactions would confirm the current structure, in a business as usual sense.

Priscilla Douglas and Peter Meihana referred to a letter from Peter Churchman QC, and requested that it be read. The request was declined as Peter Churchman QC was not present to deliver his advice, nor was the letter considered relevant to the special resolution.

Amiria Finlay and Lisa Bradley asked why the Trust had sought directions from the High Court rather than seek a special resolution from members. Damian Stone confirmed that the Trust sought clarification as to the nature of the transactions and the next steps, also reiterating that the structure mandated by the Deed of Settlement process did not contemplate Rangitāne Investments Limited as part of the structure.

Janelle Tamihana, Sue Taylor, Jeffrey Hynes, Francis MacDonald, Harold MacDonald, Pikihiua Reihana and Anthony de Thierry spoke to the ability for the special resolution to clear up outstanding business from the past, to have their say and to move forward.

Ranae Niven asked for those ahi kaa members who wanted more information on the special resolution to stand up. Two stood up.

Damian Stone concluded his presentation by outlining once more that the High Court agreed with the view that the Transactions are Major Transactions, that the Transactions did not have the necessary approval of the Adult Members of Rangitāne, and that the special resolution sought the retrospective approval of the Transactions.

MOTION 2:	Due to the consolidation of annual reporting and planning in the Annual Report and to avoid duplication, all agenda items be deferred to and included in the AGM for Te Rūnanga a Rangitāne o Wairau Trust; and that the Annual General Meeting for Rangitāne o Wairau Settlement Trust be declared closed
Moved:	Richard Taylor
Seconded:	Janelle Tamihana
Carried:	CARRIED UNANIMOUSLY

The Annual General Meeting of the Rangitāne o Wairau Settlement Trust was closed and the Annual General Meeting of Te Rūnanga a Rangitāne o Wairau Trust was opened.

5. MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 28 OCTOBER 2017

The minutes of the Annual General Meeting held on 28 October 2018 had been available online since the beginning of the year and were also circulated to members upon arrival. Peter Meihana proposed two amendments to the minutes, which were agreed as follows:

- **Section 1:** add “The Chairperson advised all members that the hui would be recorded”
- **Section 4.1b:** add “Peter Radich indicated that he was familiar with the case and stated his view that as far as he was concerned that the matter should be consigned to history”

MOTION 3:	That the minutes of the Annual General Meeting held on 28 October 2017 be accepted as a true and correct record, subject to the amendments being made
Moved:	Michael Fryer
Seconded:	Peter Meihana
Carried:	CARRIED BY MAJORITY

5.1. MATTERS ARISING FROM THE MINUTES OF 18 FEBRUARY 2017

- a) Peter Meihana asked whether the Trustees had made themselves familiar with the Archaeological Report arising from the Heritage NZ case. The Chairperson advised that the Trustees had reviewed email correspondence from 2015 (including correspondence between staff members and Heritage NZ), and the Trustees were now confident that Heritage NZ had the appropriate processes in place to deal with any issues moving forward. Peter Meihana requested the Rūnanga publish the report online. This request was declined. Peter Meihana requested the Rūnanga publish the Official Information Act Request online. This request was declined.
- b) Peter Meihana asked why Peter Radich, of Radich Law, was still engaged by the Trust given the views that Peter expressed at the last AGM in relation to the Heritage New Zealand case. The Trust Chairperson advised that the Trustees considered the matter closed, which aligned with Peter Radich’s view given at the last AGM.

6. ANNUAL REPORT FOR THE YEAR ENDING 31 MARCH 2018

The Annual Report for the year ending 31 March 2018 was tabled and taken as read. The Annual Report included:

- Chairperson’s Report
- Our People
- Organisational Management
- Commercial Operation
- Commercial Property
- Key Performance Information
- Fisheries
- Audit Report
- Consolidated Group Financial Report

Janis de Thierry and Jeremy MacLeod spoke to the highlights achieved within the Te Reo me ona Tikanga kete within the year, including the launch of Tangata Rau, Reo Kotahi. Jeremy MacLeod also advised members that Rangitāne had been nominated as a finalist at the 2018 Māori Language Awards and that a waiata wananga would be held after the AGM. He further announced that some \$200k in

external funding had been confirmed for the Tangata Rau, Reo Kotahi strategy and that rollout was being led by Sarah Lee in her role as Programme and Funding Manager. A recruitment process for a Cultural Director was ongoing.

Nicholas Chin provided an update on Organisational Management, including staffing changes within the Rūnanga office and the plan for the coming year. He was thanked by members for the work he was doing as General Manager.

Tina Porou provided an update on Taiao, specifically her work facilitating the Te Pokohiwi Management Plan which was agreed through the Deed of Settlement. This facilitation role would include working directly with whānau on the plan, such that it reflects the importance of the site to Rangitāne.

Dave Jessep, Michael Markham and Mark Bewley spoke to the Financial Reports of the Group. Key highlights included:

- The Group achieved a strong increase in its equity, to \$61.7m
- An operating surplus of \$207k was recorded, before gains from revaluations
- New policies and procedures for financial operations have now been in place for a full twelve month period
- The Group is currently focusing on its opportunities to increase returns from cash assets, by investment through a fund manager
- BDO were appointed as auditors in 2018 (replacing Deloitte) following a tender process. BDO have issued clean and unqualified audit opinions for the Group and its entities

Tā Mark Solomon provided an update on the commercial operations of the Group. Since the previous AGM, Megan McKenna has resigned as a Director due to commitments with her new role in Wellington. She has been replaced by Dave Jessep. Through the year, the Letter of Expectation, Statement of Investment Policy Objectives were reviewed and implemented alongside the Trust. These documents provide a solid footing for future investment decisions. Tā Mark Solomon spoke to the future opportunities for the organisation, including potential opportunities arising from the RNZAF Base Woodbourne right of first refusal.

David Proctor asked what had happened to the cash balances within the Group which he said showed a reduction within the Annual Report. Michael Markham referred David Proctor to page 29 of the Annual Report which showed an increase in Cash Assets within the Group. He also noted that timing differences accounted for the reduction in the non-listed investment term deposits. He also noted that the Group was currently reviewing its options to maximise yield from cash assets, including moving to a managed fund which provides for greater returns than those able to be achieved through term deposits.

MOTION 4:	That the Annual Report for the year ending 31 March 2018 be received and accepted
Moved:	Janelle Tamihana
Seconded:	Mandy Fryer
Carried:	CARRIED UNANIMOUSLY

7. ELECTION RESULTS (TRUSTEE ELECTION AND SPECIAL RESOLUTION)

Before the election results could be declared, a question was raised as to how it was decided who takes the two three-year vacancies and who takes the one extraordinary two-year vacancy. It was explained that as the nominations for both positions was the same, the two highest polling candidates

for the two three-year vacancies would be declared elected to those positions, and that they would then be excluded from the one extraordinary two-year vacancy, which would be won by the highest polling remaining candidate.

Chanel Starkey raised concerns about allegations she had heard about the suitability of one of the candidates to be a Trustee. The Trust Chairperson advised that such allegations are not the business of the AGM. Kris MacDonald spoke to the allegations, stating that they were not correct. The Trust Chairperson advised Kris MacDonald and Chanel Starkey against further discussions, and advised that the matter would not be discussed further as it was not the business of the AGM.

Robyn Garrett of Electionz.com declared the following candidates elected:

2 Ordinary Vacancies (3 Years)

- Jeremy MACLEOD
- Haysley MACDONALD

1 Extraordinary Vacancy (2 Years)

- Riki PALATCHIE

She further advised that the special resolution required 75% to vote yes in order for the special resolution to be carried. The result was indicated as:

- **Yes**, 81.2%
- **No**, 18.8%

Robyn Garrett advised that a final result tally would be published during the course of the coming week.

After the election results were received, members sung Ngā Whetū o Te Rangi and took time to pay respects to those whānau members who had passed in recent times.

8. CLOSING OF ANNUAL GENERAL MEETING

The Trustees thanked all those who worked at the AGM, those who volunteer in Rangitāne Whakamua and those who had taken the time to attend the Annual General Meeting. The members were invited to get in touch with the Rūnanga office if they had any questions or concerns to raise. The Chairperson closed the meeting at 1:00pm. Jeremy MacLeod followed with closing karakia.



5 October 2019

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Co-Chairpersons

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Date