



MINUTES OF 2018 AGM

MINUTES OF THE ANNUAL GENERAL MEETING OF TE MANAWA O TŪHOE TRUST HELD ON SATURDAY, 30 MARCH 2019 AT ŌHOTU MARAE, RUATOKI, COMMENCING AT 9.16AM

Karakia: Hohepa McLean.

Mihi whakatau: Tu Waaka

Peho Tamihana

Chairman: Tane Turei. Quorum confirmed.

Present: Bill Akuhata, Rangi Anderson, Tirakahurangi Ramari Anderson, Hariata Akuhata, Patangata Aranga, Tamihana Biddle, Rapaera Black, Te Waaka Bush, Hemarangi Carnegie, Katrina Clements, Nora Clements, Whatiri Craig, Kathryn Dalton, Joe Edwards, Mihiwai Gibbs, Golan Takurua Rikihana, Titia Graham, Karo Hare, William Hatata, Maire Haumate, Te Ata Heurea, Jane Hill, Kelly Kaata, Raiha Katene, Pita Keepa, Paroa Kepa, Tamati Kruger, Katrina Loffely, Mark Mahaki, Reginald Mahaki, Erica Noti Matena, Hakeke McGarvey, Riwa McGarvey, Hohepa McLean, Lulu McLean, Hitaua Mohi, Cynthia Moke, Peter Moke, Mihipeka Nuku, Mary Ovenden, Elizabeth Paul, Moana Peck, Mere Peita, Parewarewa Peita, Jimmy Peri, Stacey Pryor, Jessie Sam, Reta Pouwhare, Tawhini Rangihau, Awhina Rangitauira, Rosemary Rangitauira, Mohi Ranui, Rachel Ranui, Te Kauru Rikihana, Wilma Puna Riini, Mohi Rogers, Tane Rua, Tauwhiri Rua, Cynthia Russell, Audrey Tamanui-Nunn, Ellen Tamati, Peho Tamihana aka Korotau Basil Tait, Jame Tarewa, Ruiha Taurima Biddle, Vilama Tautau, Tangiora Tahwara, Timi Tawhi, Hauwai Te Moana, Maaka Te Moana (Spock), Turaki Teepa, Mo Tihi, Charlie Timoti, Hiro Timoti, Hinehou Timutimu, Bill Tiopira, Mihimate Tiopira, Rob Tiopira, Marewa Titoko, Paaku Titoko Richard Tumarae, Diana Tupe, Kapi Tupe, Taame Tupe, Pearl Waaka, Simon Waaka, Manaaki Waaka-Timoti, Tiare Waaka-Timoti Sheena Waiwai, Mathew Weko, Aileen Wharepapa, Mel Winitana

TMOT Trustees: Tane Turei (Chair), Tu Waaka (Deputy Chair), Yvonne McGarvey, Mihihea Turei, Ngatai Rangihau

TMOT Staff: Board Admin – Tania McDonnell, Operations Manager – Tunuhia Tupe, Health and Safety Manager – Mike Christini, Office Manager – Tania Melbourne, Admin – Maureen Rangihika

TMOT Legal Advisors (Tu Pono Legal): Jason Pou **TMOT Accountant & Election Scrutineer (Goldsmiths Accounting):** Ken Goldsmith

Apologies:

Tahawera Tai, Frances Timoti, Raymond Nelson, Paul Nikora, Mary Timoti David Hillman, Tony Martin, Bryce and Rueben Morrison, Te Whanau Nohotana ki Waiwhetu, Patricia Awhi Burnton Whānau Trust, Colin and Aggie Burnton Whānau Trust, Ata Nuku, Te Peka Nuku, Marcus Matena, Tryan Matena, Victor Martin, Esther Matena, Makuni Whānau Trust, Calvin Kingi, Winiford and Jimmy McLean, Jody Tihi, Hemana Waaka, Tania Paipa, Te Hiamoe Waaka.

RESOLUTION: That the Apologies are received and accepted.

Moved: Cynthia Russell, Seconded: Hiro Timoti

CARRIED

1. Voting Method for Elections

- (1) Two voting methods of 'show of hands' or 'poll voting' (voting via number of shares) was put to the floor for discussion and voting.
- (2) The Poll voting option was presented.
- (3) It was duly noted that
 - Whānau trust's only have one vote.
 - There must be at least 10 shareholders present to support a poll vote.
- (4) The Poll voting was discussed and supported by;
 - a. 9035 – P Waaka
 - b. 9080 – Daniel and Polly McCormack
 - c. 9017 – Mihihea Turei
 - d. 9095 – Mihiwai Gibbs
 - e. 9016 – Mihihea Turei
 - f. 9094 – Rangi Waaka
 - g. 9091 – Hieke Tupe
 - h. 9038 – Hone and Pina Hillman
 - i. 9078 – Georgina Timoti
 - j. 9037 – Hauwai Te Moana

RESOLUTION: That the method of voting for the 2018 Te Manawa o Tūhoe Trust election of a responsible trustee will be by poll voting.

Moved: Mere Peita, Seconded: Simon Waaka

CARRIED

2. Election Process:

- (5) Each candidate to give a presentation outlining skills, experience and aspirations for Te Manawa.
- (6) Questions from the beneficial owners to individual candidates permitted.
- (7) The location of the voting boxes highlighted
- (8) Beneficial owners were encouraged to vote before 12pm accordingly.
- (9) Members were advised that it was too late to present proxy votes as these should have been registered at the Te Manawa o Tūhoe Offices, before 26 March 2019.
- (10) Ken Goldsmith, of Goldsmiths Accounting Ltd, is engaged as the Election Scrutineer

3. Audited Financial Reports (Ken Goldsmith):

- (1) The 2017-2018 Financial Reports for Te Manawa o Tuhoe were presented for adoption. The reports were audited by BDO Ltd who confirmed the financials as a true and correct record. The Auditors reported that there were no concerns with the financial accounts.
- (2) Under the pre 1990 Ngā Kaihautu agreement, Te Manawa o Tūhoe were given emission carbon credits, that were given to Te Manawa o Tūhoe and were sold as we did not have any reason to hold onto them.
- (3) The sale of Carbon credits was tax free. We retained the carbon credits for our Forestry crops.
- (4) **Investment assets** have increased slightly, with no significant change around our current liabilities.
- (5) **All unclaimed dividends** were carried forward from Tūhoe-Waikaremoana Trust Board where these were previously covered by a specific pūtea allocation. Members were advised that at the 2007 AGM, it was agreed that the Trust would purchase Hatupere farm (as an asset) using funds that had been allocated to dividend payments. As a result of that purchase the Trust has not been able to make dividend payments. This is likely to continue for next year, however it is hoped that this will change in the future.
- (6) **Hatupere Farm** is operating well, with productivity rising steadily, and losses remaining low. The Farm has an overall increase in assets thanks to the Farm Manager.
- (7) **Paekoa farm** is also doing well, with losses remaining low as well. Milk prices have risen from \$6.12 in 2017, to \$6.69 in 2018. The price has almost doubled since 2015/2016. The forecast for 2019 is between \$6.30 28 and \$6.60.
- (8) **Nation Logging Ltd** are currently working in Ōmaio. Te Manawa o Tūhoe provides services to Nation Logging Ltd such as leasing diggers, Health & Safety, and administrative assistance. Overall, Te Manawa o Tūhoe contributed \$258,000, which is slightly lower than the previous year. Nation Logging Ltd's future appears to be prosperous.
- (9) The Trust's overarching debt is being reduced and some overall debts have been cleared.
 - The floor enquired if Nation Logging Ltd employees were of Ngai Tūhoe descent. Response is that all employees have an affiliation to Ngai Tūhoe.
 - Parewarewa: called for the Dairy milk report to be more user friendly, especially for Beneficial owners. and suggested that exact explanation is put in the book. This was noted by Ken.
 - The Hatupere Farm manager, Cam, has improved the productivity, quality and growth base and is proving to be a very good asset for the Trust.
- (10) A grants policy for Rangatahi is yet to be investigated by the Board, however Kaumatua grants have been approved and were paid out on Tuesday 26th March 2019.
- (11) Wilma Riini noted that the original vision for Te Ahimanawa was "Ko ngā hua kia hoki ki ngā mokopuna". That was the vision that was in place for over 35 years, and is yet to be realised. As a beneficiary/owner, I want to see what the vision and goals are. Kia mau pūmau koutou ki wērā. Whakatutukihia. "
- (12) Comments from the floor highlighted a focus on supporting the future generations with their studies, and the future aspirations of hāpū and iwi of Ngai Tūhoe.
- (13) The floor suggested that Te Manawa o Tūhoe look options to support the future aspirations of hāpū and iwi of Ngai Tūhoe. A sponsorship process has been developed, and other areas are on the table for consideration.
- (14) Kaumatua grants can be applied for.

RESOLUTION: That the 30 June 2018 audited financial reports, as provided in the 2018 Annual General Report, be accepted

Moved Rob Tiopira Seconded: Peho Tamihana CARRIED

4. AUDITOR for 2018-2019

- (1) A nomination for BDO Ltd, to remain as the Trust's Auditor for 2019 was discussed.

RESOLUTION: That the Auditor for the Te Manawa o Tūhoe 2019 General Meeting will be BDO, Rotorua

Moved Jimmy Peri Seconded Peho Tamihana CARRIED

5. 2017 MINUTES

- (1) the minutes of the 2017 AGM (in the 2018 Annual Report) were read by Ngatai Rangihau.
(2) It was noted that there were numerous errors and typos throughout the minutes

RESOLUTION: That the minutes of the 2018 AGM are accepted as a true and correct record with the amendments above.

Moved Tangiora Tawhara Seconded Rob Tiopira CARRIED

At 12.30pm the meeting adjourned for Lunch and reconvened at 1.42pm

6. Matters arising from the Minutes

- (1) **Peho Tamihana:** Concerns with all the spelling mistakes within the minutes. Karekau i te tika te takatō o nga kōrero, noting 'ko tō tātau reo te mea nui'.
Also queried the purchase of Hatupere farm. It's really for all of the other shareholders that we bought the farm. It is included in that the *2018 AGM report booklet*.
- (2) **Rapaera Black:** Questioned who the woman was seated with the trustees, to which the Chair responded by introducing the new Board Secretary.
- (3) **Rapaera Black:** Suggested that the Farm Managers, eg Cameron, be invited to attend the hui so that the owners can meet him and commend him for a job well done.
- (4) **Peho:** Why was Te Moutere Trust not mentioned in the Annual Report – is it part of Paekoa unit.
- (5) **Tu:** Te Moutere is one of the land blocks that Te Manawa o Tuhoe has been leasing. It does not include Te Whakakii Trust, or The 6BD Trust. There is no arrangement with Te Moutere to be part of the Dairy factory. Paekoa is a business unit of Te Manawa a Tūhoe, just like with Hatupere Farm. Nation Logging Ltd is also part of Te Manawa. It is Te Manawa that leases the land, and not the individual or Paekoa Unit. Only the Trustees can sign off leases for land blocks.
- (6) Suggested that Moutere Trust need to hold a hui of their Trustees. Tu also noted that Moutere is one of the blocks that Te Manawa leases through Paekoa. Whakakii Trust is also leased through Paekoa Unit. Te Manawa lease a number of blocks to use to feed the cows - that's all.
- (7) Further discussion followed where clarification was sought for other land blocks such as B56. Tane confirmed that Te Manawa Trust pays leases for the use of the blocks.
- (8) **Wilma:**
- Noted that Terina, is not on the attendance list. It was explained that the name should've been Terena, whom was the Trust's Lawyer.
 - What is happening with the Research Kaupapa that Hema presented at the last hui?

- Tu: This hasn't been progressed, mainly due to Hema becoming unavailable and then she passed away. Therefore, at this stage nothing has been done.
- Can you elaborate on page 9 re Kaumatua grant? There is a resolution for the first one on page 8. Does that resolution carry forward to page 9? That the age be lowered to 70? given they are under the same resolution?
- (9) **Tane:** There were two separate resolutions. The first was a resolution to pay a Kaumātua grant for those aged 80 years, the second was to lower the age to 70 years. Discussion points:
- Tangiora: Ko te mea tuatahi kia utua tonuhia ngā mea waru tekau ki te toru rau
 - ko ngā mea whitu tekau, ko ngā toenga mai ngā moni. Ka toha orite katoahia ki nga mea whitu tekau tau.
 - **Tane:** The resolutions have been passed.
- (10) **Ada:** With voting, on page 17 and 18, it notes that poll voting was used. Yet the process was voted on again this morning? Is there not a procedure in place for poll voting?
- (11) **Tane:** The voting process has to be announced and agreed on from the floor. This question has to be asked at every AGM as per the Trust Deed.
- (12) **Buddy Nikora:** Kei hea tātau i roto i ngā whakanekeneke o te Pamu Organic?
- (13) **Tane:** Introducing organics was going to be too expensive. However, Te Manawa o Tuhoe are still interested in organics, and are already over two-thirds organic.
- (14) **Tunuhia Tupe:** Organics is quite difficult - if your neighbours aren't organic you have to put extra things in place like fencing. It is a specialist area and needs people experienced in doing this, and where there are others practicing organics.
- (15) **Kapi Tupe:** I was one of the Trustees on the Board when we transferred assets over to the Trust. There was \$21 million of equipment and assets that came over to Te Manawa – a bit pouri to hear that no money came over to Te Manawa. It's been six years since that handover, we need to stop using the Tuhoe Trust Board as an excuse.
- (16) **Tu:** Clarified that when he said that *"it came back with nothing from the Trust Board"* it means that we did not receive any money when Te Manawa o Tuhoe Trust took over from the Trust Board. Not all of the assets came to Te Manawa, and none of the books were handed over. Te Manawa o Tuhoe have no historical documents from the Tuhoe Trust Board. Miharo Armstrong, who was Te Manawa o Tūhoe's legal advisor at the time, oversaw that transition.
- (17) **Mihihea Turei:** I was an advisory trustee in 2009. At Tauarau we were made interim Responsible Trustees. There was a 12week transition period from the Trust Board - the CEO at the time was Vivienne. The Trust inherited approximately \$7million of debt. Some assets came across, and there were bills. There were also issues with Buddy, the accountant. The Trust also inherited a bill through not completing our GST responsibilities which amounted to around \$287,000.00, (*Two hundred and eighty-seven thousand dollars*). At the same time the Trust Board assets of around 11.2 million, along with the Tuhoe Fisheries assets all went to Te Uru Taumatua. Te Manawa o Tūhoe ended up with the \$7million debt?
- (18) The transition was a big hikoi. Hemana Waaka, Uncle Rawa, John Mika and Meriana White were all on the board at the time.
- (19) **Kapi Tupe:** Questioned why one of the candidates (Rob) was seeking re-election. Mihihea clarified that that the candidate in question was the General Manager, and not a Trustee.
- (20) **Parewarewa:** Everyone who attends the hui must sign the register, to ensure everyone is recorded as being present.
- (21) **Rangi Anderson:** In 2010/11, I was told that there were problems with the transfer of assets - there was difficulty in getting full disclosure of what the assets were. Was a forensic investigation carried out at the time? Should the Trust be looking to have this done? Te Manawa o Tūhoe holds the responsible trusteeship of the Te Manawa blocks.
- (22) **Tunuhia Tupe:** When Te Manawa o Tuhoe was with the Trust Board, there were 5 different blocks and not just Te Manawa, eg Tahora, Matahina F, Te Manawa o Tūhoe, and Te Pae o Tūhoe. They were all separate blocks. When the assets were returned to the Land Trusts, Te Manawa only received the Te Manawa assets. We did not get Matahina F, Tahora, Tūarangaia etc as they are all separate blocks. Therefore, when the Trust Board was generating revenue through the forestry, this was being made through the 5 (five) different forestry blocks.

Te Manawa is now a standalone entity with its own forestry. I was part of the Board when it transferred from the interim Trustees. When I came on board, we were in debt \$7.5 million, and this has since reduced. There were also issues with Buddy that impacted on Te Manawa. There is a lot of history, but what we have to look at now and move forward.

- (23) **Rangi:** It will be hard to move forward if we are not given a true account of what assets should have come to Te Manawa. This may need to be taken up with the Māori land court. It costs \$65.00 for the application.
- (24) **Jason Pou:** Noted that he was attending the hui as the Trust Lawyer, and has taken over from Terena who has been appointed a Māori Land Court Judge. In response to the application, it is \$60.00 to apply to the Land Court. A lawyer usually costs more than that, if you look at the real costs of running an application. There is also the obligation to hold records for 7 (seven) years. The Trust has been in operation now for 7 (seven) years and is at that point where you have to disengage from what the Trust Board did. The opportunity to forensically investigate and find out those sorts of things has passed. However, it was acknowledged that if there has been a loss, the Trustees have an obligation to find it, fix it, and rectify it. But if it's more than 7 (seven) years ago, that obligation becomes more difficult solely because if you go to the Trust Board now, they can say, the 7 (seven) year deadline is over. It is the same for accountants and for lawyers. We have to hold records for 7 (seven) years.

Rangi: Noted the right to exercise Tino Rangatiratanga and noted that full disclosure from Tūhoe Waikaremoana Trust Board should have been followed. Not happy with the legal advice given.

MOTION: For the Te Manawa o Tūhoe to engage in an investigation of the shortcomings that were received and not received from Tūhoe Waikaremoana Trust Board
Moved: Rangi Anderson, Seconded: Peho Tamihana

- (25) **Jason:** There was advice given and the advice taken, and the decision was made at the hui. Rather than use the Te Ture Whenua Māori Act 1993 to enforce against Buddy, the Trust chose to exercise their rangatiratanga and not prosecute. That is what happened. The advice was disregarded.
- (26) The Floor noted that the right advice was given, and that the people did not accept it.
- (27) **Tu:** E Rangi, kei te rongo atu i te wairua o tō kōrero. Kei te pai a Buddy, waiho atu ki kōra – engari ko te wairua kē o tō kōrero kia tikina atu ngā pukakpuka kei reira e noho mai ai. Kia mōhio ai tātau he aha kei roto? It might be an avenue for the Trustees to consider, however, it will cost.
- (28) At this point the hui was asked to decide whether or not the matter of getting the Trust Board records was to be progressed.
- (29) **Rangi:** We have an obligation to make sure things are clear. There were no such things as blacks or grey, in the old days it was black or white. But if we can look at what has been suggested, that we can get the books as it is a part of the history of the Trust - I would like to move a motion in that respect.
- (30) **Wilma Riini** asked for clarification of the discussion, to which the Chair advised that Rangi Anderson has put a motion on the floor asking that the Trust asks for the books from the Tūhoe-Waikaremoana Trust Board. Noted that the Trust Board is in recess.
- (31) **Janet Mclean:** Has experience in working with Trusts, especially when there is debt. One of the decisions made was to not to go chasing the debt, part of the reason for that was that there was nothing to be gained by it. Often the trustees were gone, and what you would find was either mismanagement, incompetence, but you couldn't hold anyone accountable. You need to weigh up the cost of employing a lawyer and going down a path to recover the books; and accept that Te Manawa is unlikely to get any benefit. The Trust is already doing a good job of addressing the debt, and we are moving forward.
- (32) **Tangiora:** Kei te tautoko ngā kōrero a Janet, nā te mea, mai te timatanga o tēnei hikoi, hoki atu, hoki atu tātau, koinei wā tātau kōrero. Kaare e hoki mai he hua? Engari ko wā tātau hua kē ka pau.
- (33) **Rangi:** Me tangohia te motini.

RESOLUTION: That the abovenamed motion is withdrawn by Rangī Anderson, and all matters arising have been received and accepted.

Moved: Tangiora Tawhara, Seconded: Tom Tupe CARRIED

7. Chairman's Report:

- (1) Tane Turei acknowledged the Interim CEO's report in the 2018 Annual Report.
- (2) **Mary Owendon:** Commended the management and staff, noting by far Te Manawa has been the most efficient, and politest of Trusts she has worked with. The staff are a delight to deal with. When you say your staff are working hard they are working hard and they know what they are doing.

RESOLUTION: That the Chairman's report for 2018 Annual General Meeting is received, and accepted

Moved: Buddy Nikora Seconded: Tom Tupe CARRIED

8. CEO Report:

- (1) Tane presented the Interim CEO report in the 2018 Annual Report
- (2) Page 13, te ripoata a Fonterra, kei te whakamenemene atu te Poari, mo te kaimahi rā a Cam. There were no complaints, no grade losses, the milk was all premium grade, and we got top price for our milk, He has done a great job, and is in the top 2% of farms in the Bay of Plenty.
- (3) I tukuna mai he reta e Hancocks, page 17. Ko ngā korero e tautoko ana ngā kaimahi o Nation Logging.
- (4) Nation Logging has work until the end of the year. However, Te Manawa has given directive that Nation Logging needs to show proof of ongoing work. There have been discussions re possible contracts, and have received a letter from Dean Nielson. Tae atu ki te Helli Logging, e patai mai ana mō wētahi taonga a ngā puna paihere painga kei Ōmaiao. Kāre e tareka i te tiki atu, ma te helicopter rāno.
- (5) Ara a Waikawa. Kei te raru nga mihini i reira . Kei te pakaru mai te rori o Maraenui. Kāore e puta mai te transporter. Ko ngā taraka noaiho. Kua whakaae mai ki te homai mahi ki a tatou o Tūhoe. Kei reira te whakawhānaunga i runga rā i ngā tikanga. Ka tika, me heke atu anō ki te honore, ki te ruru ringa, ki te tukituki ihu.
- (6) **Tunuhia:** October of last year, Nation Logging did not have a contract. The forestry crew had no contract. As of October, last year they would have had no work and would have had to close down. Through the efforts of the Directors of Nation Logging, they secured a contract with Hancocks and PF Olsen that is to last into 2020. Even though some of that work is going to be in Ōmaio or Waikawa, the contracts give a bit of breathing room for the forestry crew. Would prefer that the crews are working in the Tūhoe blocks, but there are no more trees to be cut. The hard work that the Directors have done to get a contract through to 2020, has been a breath of fresh air. I commend and endorse what they did.
- (7) **Tane:** Last year we were only getting paid \$45 (forty-five dollars) a tonne, which was unsustainable, because we were just picking up clumps of wood. We managed to get our next block at \$66 (sixty-six dollars) a tonne, which was a \$20 (twenty dollars) increase. We successfully renegotiated with Hancocks. It's a hard game the forestry.
- (8) **Hohepa McLean:** Noted Page 16 in the Nation Logging Report, paragraph 3 (three). "Another significant factor that affected morale and productivity of this crew was the fact that there was a high turnover of staff particularly around the time of the departure of the CEO".
- (9) **Tane:** It happened around that same time. With our CEO resigning, there were some resignations which affected our numbers. We also found that we weren't paying enough.
- (10) **Kapi Tupe:** How long have we been running without a CEO? And who is the interim.
- (11) **Tane:** since July and the Trustees made me the interim CEO. A consultant was commissioned to conduct a health check and an analysis of our operations, and a organisational health check. The Board wanted to review our operations before we appointed another CEO.

This was so the Board had clarity on where we were going and what we wanted the new CEO to do. A number of areas needed addressing. Management systems were not in place that the Board was comfortable with including Annual operations plan to measure against our strategic intent. Nation Logging was also not in a good financial state, with machinery breakdowns and staff turnover. Hence the focus on negotiations to get better rates for Nation Logging.

- (12) **Kapi:** How did the outgoing CEO finish?
- (13) **Tane:** After 6 years with Te Manawa o Tūhoe Trust, we regretfully announced that Rob Tiopira tendered his resignation. During Rob's tenure as Chief Executive, the Trust's business expanded to include Nation Logging Limited, a profitable dairy farm and a heifer grazing unit. The Trust's forestry operations were recognised nationally and we thanked Rob for his dedication and hard work.
- (14) **From the floor.** There is a conflict of interest with the Chair being the Acting CEO as well. Kei te kite atu, kei te marama atu, hei aha i noho pērā ai. Kare i te āta tutuki te mutuhanga o te mahi o te CEO. Mehemea kua reri koutou ki te whakatū anō i tētahi CEO, ki te tuku pānui. How soon will see the advertisement?
- (15) **Tane:** Very soon.
- (16) **Reta Pouwhare:** Kei te korero tātou mo Robert Tiopira. Mehemea he patai, patai atu ki a Rob through the Chair. Kei kōnei ia, hei korero mōnā anō. Ko ahau tētehi kei te hiahia, whakarongo, he aha kē ia i makere mai i tāna tūnga? Nā te mea he ngākaunui ahau ki tāna tūnga ki tāna noho.
- (17) **Tangiara:** What happened between Rob and the Trust is not our business as owners. He aha ngā mea ka puta i tērā. As a beneficiary I accepted that there was nothing untoward about his resignation. So why are we wanting to put him in this position. It was between him and the Board.

RESOLUTION: That the Acting Chief Executive Report is received and accepted.

Moved: *Hiro Grace* **Seconded:** *Tangiara Tawhara* **CARRIED**

9. General Business

- (1) **Moutere.** The floor sought clarity regarding Moutere land block as it was mistakenly thought that Te Manawa o Tūhoe had bought this block outright. Tu Waaka clarified that Te Manawa o Tūhoe Trust is simply leasing the Moutere land block.
- (2) **Education Grants**
- (3) a. Cynthia Russell, a mokopuna of Mīhirangi Kopere, raised the question whether grants or scholarships are being made available for rangatahi that are demonstrating exceptional levels of achievement. To support their educational costs, fees, equipment, travel, accommodation and other costs.
- (4) The floor was advised that there are other Tūhoe entities that have education grants available.
- (5) **Kaumtua Grants** have been granted from the Ōwhakatoro hui. Other areas for grants need to be investigated further by the Board, relevant to the Trust's business variables.
- (6) **Logging Trucks in the rohe;** It had been noticed that some logging trucks were seen on the road in recent weeks and it was clarified that the trucks and the contractor that were carting logs out of Ōwhakatoro were not from Te Manawa o Tūhoe or Nation Logging Ltd.
- (7) **Blue Blue Chip Trees Sale to Te Uru Taumatua.** Te Manawa o Tūhoe Trust came across an opportunity to purchase land from an American company that wanted to leave the area. Te Manawa o Tūhoe entered into an agreement to purchase a land block with a Blue-chip forest that had 15 (Fifteen) years of maturity left to complete; then subsequently sold the trees to Te Uru Taumatua. Te Uru Taumatua pay Te Manawa o Tūhoe rental for the Trees being on the land, and 26% of the stumpage. Te Manawa o Tūhoe owns the land and Te Uru Taumatua owns the trees. 'By Tūhoe for Tūhoe'.
- (8) The transaction was misreported by the Beacon, and the Whakatane Beacon attempted to retract the misreporting, however the damage had already been done. However, overall this transaction is a plus for Tūhoe and Te Manawa.
- (9) **Rapaera:** Kua mohio atu au kua kore a PF Ohlsen, ko Hancocks kē. Do we still retain our work? within Tūhoe and our forestry? Tane: Yes
- A number of our people have lost their jobs. Therefore, it would be good to secure the work with PF Olsen. Can you give assurance to secure jobs i roto i Ngai Tūhoe, kia pūmau tonu ki a tātau.

- I must commend Tane on that. But there is a new taniwha on the block now. He Tangata hou. Mo te bio. I pau ngā moni nā te whakaroaroa mo te whakatikatika i a Tairahia. Ka haria e te Regional Council ngā moni - \$75,000.00 (*seventy five thousand*) dollars. Discussions followed regarding the regional council laws, the eradication of possums, and holding talks with the council and with Te Uru Taumatua about Tairahia.
- Raised question with the value of our trees being 50 million. Can we get anything long term. Tane: kei te iwi. Rapaera: A, koina... if we apply through the strength of the Trust, can somebody strategically look at that plan of attack? Tane: Yes, E haere ana au ki te hui ki Rotorua, mō te uru rakau and it sounds good.

- (10) **Tunuhia:** In regards to the PG fund. They don't give money for forests that are already established. If it's new planting, then they will talk with you but only to the land owner. They won't talk to a big Trust, you physically need to go and talk to MPI in regard to that funding. TPK has already been approached via Ben Dalton. He basically said that they can't fund Te Manawa to grow pine trees on an established block.
- (11) **Rapaera:** I wasn't meaning pine trees, I was meaning wetlands. Natives need to be planted back into our whenua. There is a lot of land that is gapped out because of the forestry. The swamps have been devastated by forestry. We need to help restore these.
- (12) **Peho:** Nōnaianeī, te wā e mahia ana a māua mahi mystics. Kāore anō te health and safety I uru mai. Nā e korero ana au i runga i te ahuatanga o tērā wā. Ko ngā whakatūpato i tērā wā, ko ngā tohutohu i a koe, kia tika, kia pono o ōu whakaaro, i runga i te ahuatanga o aua mahi. I tērā wā o mua, pikirua te wā i reira, engari nā te mea I runga I te ahuatanga kua āhua pākeke haere hoki au. Ka kimihia ngā tamariki, ka harihia e māua nā tamariki tonu o Ruātoki. The First Forestry training for Te Manawa o Tūhoe, ko ahau te kaiawhina. I'm a training provider for Forestry, Silviculture - koina tāku mahi

10. Minutes, information and notifications of AGM.

- (1) **Maia Atarau:** suggested that the Trust's minutes, and all other AGM report information is distributed prior to hui. It was recommended that notification of hui be via online methods which is more cost effective. Technology is more efficient in reaching beneficiaries, and is a more effective communication tool.
- (2) The Chair acknowledged the request from the floor and agreed that the Trust would also like to improve the distribution of AGM information and welcomes the use of online platforms to do this. Eg. Trust ebsite, social media, and email mailouts where requested. Past AGM reports can also be made available upon request also.
- (3) It was suggested that the Trust's minutes, and all other AGM report information should be distributed prior to hui. It was recommended that notification of hui be via online methods which is more cost effective. The use of technology is more efficient in reaching beneficiaries, and would enable more effective communication.
- (4) The Chair acknowledged the request from the floor and agreed that the Trust would also like to improve the distribution of AGM information and welcomes the use of online platforms to do this. Eg. Trust website, social media, and email mailouts where requested. Past AGM reports can also be made available upon request also.
- (5) **Proxy Votes.** A request for an amendment to be made to the Trust order to add in the use of a Justice of Peace, and Notary Publics to witness proxy forms for the Te Manawa o Tūhoe election processes was put on the table. The Floor agreed to add in the aforementioned to be able to witness proxy forms for beneficiaries.
- (6) **Jessie:** Nō ahitareaia ranō tētahi o āku proxy. Engari kāre he mea o reira hei witness. Ka whakakorehia tērā o āku proxy. Ko te mea pea, kia tiroiro anō me pehea tērā ahuatanga e whakatika? Nā Proxy kei ahau i tēnei rā nō Ahitareaia - ko tāku whānau, engari e rua ngā shareholders kei kōnei.
- (7) **Jason:** You can vote via proxy. But there is a process that is set out in the Trust Deed, whereby those proxies have to be received by the Trust 2 (two) days before. If the process wasn't followed then they can't be accepted.
- (8) **Jessie:** It was witnessed, but by my sister-in-law's daughter. She is not a beneficiary. Therefore, my proxy was disallowed today.
- (9) **Jason:** My understanding is... it has to be witnessed by a fellow beneficiary. At the moment as the

Trust Deed sits, that type of proxy can't be accepted. The only way it can be accepted in the future is if there is a change to the Trust order. If there is a desire for the rules to change, then that is a tono to make to the trustees and the trustees can affect that.

- (10) **Wilma:** So, who then can choose to make that application? Do you need some justification, like a JP or someone like that whom can witness?
- (11) **Jason:** When they do their proxy and sign it, it needs to be witnessed. The person that witnesses it needs to be a beneficial owner.
- (12) **Floor:** I have two sister's. Kei te mau iui and I am their big sister, if they call it out can I sign it?
- (13) **Jason:** You can witness it because you are a beneficial owner. Then that proxy can be given to anybody. A proxy acts like a Limited Power of Attorney, for the purposes of just this one-off vote. Basically, by signing the proxy over the person is saying 'you have got my vote', and then the trustees know, and there is a process that says that you have to inform them. It is a check in balance to make sure that the process has integrity. If there is a crack that things are falling into, the tono is to the Trustees and then they have to change it and everyone has to know, so that we all know what the rules are.
- (14) **Tane:** Is this a process we could use?
- (15) **Jason:** Yes. The Trustees can get an amendment done. A risk analysis should be done on these sorts of things because it relates to voting, and if the Trustees think that it is a good idea to change the process. Everybody needs to know what is happening, and they need to feel safe with the process. The changes have to be broadly acceptable to the owners and the beneficiaries. Ultimately the tono is made and it is being heard and discussed and might be amended. If this hui decides to make an amendment... to seek an amendment on that, and we say yes, the Trustees are then able to seek to change the amendment for the next hui. It is still up to the trustees to make the final decision, however, at least they know there is support for it.
- (16) **Floor:** Pai tēnā. We would like to make that recommendation please.
- (17) **Jason:** What is being asked is that proxy could be witnessed by either a beneficial owner, or by a Justice of Peace, or by a Notary Public, or by lawyers of the High Court. What is being said is that they understand the recommendation that is coming from the floor would be that we add different classes of witnesses. To include JP's, in Australia it will be a Notary Public, so they have Notary Publics all over the world, or somebody similar. That is what I understand is the recommendation from the floor.
- (18) **Titia Graham:** Hei whakamarama, doesn't just apply to Australia, it applies here too?
- (19) **Jason:** Yes

RESOLUTION: For the Trust order clause 7(a) (iii) be varied to allow proxy forms to be endorsed by notary publics for those who cannot get another beneficial owner to provide witness.

Moved: Jessie Sam, Seconded: Tangiora Tawhara

CARRIED

11. Bi-annual General Meetings

- (1) The suggestion for Te Manawa o Tūhoe to hold biennial meetings rather than annual meetings was raised.
- (2) **Tu:** This is just for discussion, hei whakaaro. We have found that it costs roughly \$20,000.00 (*Twenty Thousand dollars*) to hold an AGM. It is pretty expensive. The suggestion to move to a biennial AGM helps to cut costs. There will still be a general meeting, the only difference would be the accounts won't need to be audited. Kei reira tētehi utu nui. The AGM Booklet is also expensive. Ahakoa te ataaahua o ngā korero kei roto it is expensive to produce.
- (3) **Tane:** The suggestion is to hold a General Meeting in November i tēnei tau. It won't be an AGM, it will be a general meeting. The change helps to better report our financial year which ends in June.
- (4) **Wilma:** If we agree to the general meeting in November, what type of reporting will we see.
- (5) **Ken:** We can do the financial reporting but it would not need to be audited. The Auditor would not be able to completed their audit work by that time. Instead a financial overview of the operations for the year will be presented. As long as the owners accept that the financials will not be audited, we can still provide the results for the year.

- (6) **Tane:** This is being considered because of our financial reporting – the issue is that we are holding an AGM before the end of our financial year in June.
- (7) There is no rotation in November. Therefore, we don't need a JP to sign your proxy.
- (8) **Janet:** Noted confusion about the November meeting. The accounts are always retrospective, the year-end report is always retrospective, so you'll be reporting against June 2019, in November, December, which you would also provide for an Audit?
- (9) **Ken:** There is no guarantee that an audit could be done within 2 or 3 months. Auditors are taking between 3-5 months to get through the work.
- (10) **Janet:** Trying to ascertain whether we can have a year-end report. I would be concerned if we still wouldn't have been audited the accounts at some point in time and they would still be available.
- (11) **Ken:** The audit would need to be carried out currently under the Trust order anyway. The audit would continue, but a financial update would be provided at the general meeting, and then the annual general meeting. The next one would get the audited accounts. It is assumed that is how the Trustees would implement it.
- (12) **Rangi:** Every two years? To save money? It might be better to have one every year to have a financial overview.
- (13) **Peho:** Koinā tāku.

RESOLUTION: For the Trust order, clause 7(a)(i) be varied to move Te Manawa o Tūhoe's obligation to hold a general meeting at least annually to biennially and to amend references to AGM to biennial general meeting.

Moved: Peho Tamihana, Seconded: Rangi Anderson CARRIED

- (14) **Jason:** It is likely you will need a special resolution to change to biennial and a special resolution meeting would need to be advertised prior to the general meeting. To change requires that there will be a general meeting in November, which will be the start point. Instead of Annual General meetings every year, it will go to biennial meetings. This will need to be advertised, and the reasons for the amendment would need to be advertised and needs to go out to the beneficiaries so that everybody knows that is what is happening when they turn up to the meeting. Beneficiaries will be clear that they are going to be voting on that resolution. We can't just take that from the floor now.
- (15) **Floor:** Ka pai.
- (16) **Jason:** In terms of the issue around the Auditor's report. I don't see why the accounts cannot be accepted subject to an Auditor's report, in terms of something practical moving forward.
- (17) **Titia:** A lot of terms are being thrown around, me marama tātau. If we move to a biennial process, we don't say that we move our AGM because AGM means Annual General Meeting. We have to adjust our thinking because it becomes a biennial general meeting rather than an Annual General Meeting. Kia marama tātau ki ērā.
- (18) **Floor** - pai ana

12. 2018 Election Results

- (1) Ken Goldsmith arrived back to the meeting at 4.30pm and announced that the following candidates were successful;
 - 1) Titia Graham
 - 2) Janet McLean
 - 3) Maaka Te Moana
- (2) It is therefore announced that Titia Graham, Janet McLean and Maaka Te Moana have been duly elected as Trustees, joining the rotating trusteeship for Te Manawa o Tūhoe. The Chair congratulated the new trustees.

Hohepa McLean closed the hui at 4.34pm with Karakia.