



Ngāti Tamaoho Settlement Trust
Annual General Meeting

Description: Minutes of AGM held on 27th November 2021
Meeting Date: 27th November 2021, 10.00am NZT
Meeting Venue: Virtual online meeting via Zoom

Meeting attendance

Elected Representatives

Nicholas Maaka	Co – Chairperson
Tamara Taka-Jones	Co – Chairperson
Panetuke Rae	
Hana Jensen	
Tori Ngataki	

Whānau

Refer to attendance register attached

Management

Geneva Harrison	General Manager
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1 Quorum, Karakia and mihi

A quorum was present throughout the meeting with whānau in attendance online

Karakia: Ted Turua Ngataki

Mihi: Nicholas Maaka

- 1.1** Nicholas advised all present that the meeting was being recorded, thanked everyone in advance for their patience as it was the first time holding the AGM as a virtual online meeting.

2 Apologies

The following apologies were taken from the virtual floor and the zoom chat box

Josie Cameron, Johannah Rawiri, Gina Simon, Donna Mark, Peter Mark, Rauhou Karipa, Sam Pompey, Hana Rawiri, Janet Hine Cooper

Resolution: That the apologies are accepted

Moved by:

3 Confirm AGM meeting minutes dated 31st July 2021

- 3.1 The Ngāti Tamaoho Settlement Trust AGM meeting minutes dated 31st July 2021 were circulated to whānau on Friday 26th November by email and added to the Ngāti Tamaoho website. Hard copies were also available and if requested and delivered to whānau living in Auckland where possible.
- 3.2 Tamara checked that everyone had an opportunity to read the minutes.

4 Matters Arising

- 4.1 Suggested amendments emailed to trustees tabled by Denny.
To allow meeting to progress Denny was happy for Trustees to ensure amendments will be made based on good intent.

Page 2, Paragraph 1

Add to the sentence – *and encouraged as there are still interviews to be had with kaumatua.*

Page 3, Paragraph 2

Correctly name the Due Diligence Plan as the *Manukau Harbour* Due Diligence Plan

- 4.1.2 Suggested amendments emailed to trustees tabled by Heraraumati.
Spelling errors – based on good intent trusts that spelling errors will be corrected.

Ngāti Tamaoho Settlement Trust previous AGM minutes and associated documents were not sent out to beneficiaries at least one week prior to the confirmed date of this year's AGM. This point has been raised at the two previous AGM's.

Page 4, General Business, Paragraph 3

Concerned at how a lengthy korero raised in General Business was recorded in the minutes. There is no information for anyone who reads the minutes to know what Part B was about and what was discussed at the time.

Raised and noted here under matters arising to be discussed further in General Business to ensure what was discussed is clear for everyone.

- 4.1.3 Deny requested that the table she submitted regarding outstanding audits be shared with beneficiaries in General Business. Table could support the financial queries and structural matters Heraraumati raised at the previous AGM.

- 4.1.4 Concern regarding how minutes were recorded supported by Janet

Page 5, Paragraph 6

Not enough information for readers of the minutes to know what that kōrero was about.

Note from Denny: This related to 35 completed policy documents that were written in previous trustee reports to AGM's. Four documents confirmed as completed to be made available through the office and on the website.

- 4.1.5 Spelling error to be corrected noted by George

Page 1, Apologies, Paragraph 5

Change Rona to Ronai

Page 4, General Business, Paragraph 4

Requested that we continue to discuss amalgamation of the two Trusts, Settlement and Charitable in General Business.

4.1.6 Spelling error to be corrected noted by Panetuke

Page 1, Attendance, Paragraph 1

Change Katipa to Karipa

4.2 **Resolution:** *That the minutes of the Annual General Meeting held on 31st July 2021 are approved as a true and correct record with amendments noted.*

Moved by:

5 **Co – Chairpersons’ Report**

5.1 The Co – Chairpersons’ report was circulated to whānau on Friday 26th November, within the Annual Report and as a separate document. Hard copies were available and if requested were delivered to whānau living in Auckland where possible.

Co-Chair Tamara briefly highlighted each section of the report.

Acknowledged the loss of Nanny Roto, an original Trustee member whose contributions over many years did not go unnoticed.

Acknowledgment and thanks also to retiring trustee, Panetuku Rae for her contribution and time served on the Settlement Trust.

5.2 Co-Chairs welcomed questions, comments or kōrero

5.2.3 George Wheatley referred to the Annual Report 2021, Timeline, page 9.

1991- Ngāti Tamaoho Charitable Trust

Important to note and acknowledge we started as the Ngāti Tamaoho Trust.

This is due to the work of Sir Robert Mahuta, Carmen Kirkwood and others.

The Ngāti Tamaoho Charitable Trust was formed later to get funds for wānanga and activities.

Carmen Kirkwood acknowledged for putting up \$100 to get the Ngāti Tamaoho Trust started.

5.2.4 History of Ngāti Tamaoho Trust as shared by Whāea Carmen Kirkwood

During the Raupatu negotiations the Tainui Trust Board carried out a referendum. Whaea Carmen represented Ngāti Tamaoho on this board for 9 years.

The referendum was to decide if Hapu or Marae would be the beneficiaries of the proposed settlement from the Crown. It was decided that it would be Hapu.

Not knowing what the decision was going to be, Whaea Carmen called a hui for Ngāti Tamaoho, held at Mangatangi Pā. A decision was made to form the Ngāti Tamaoho Trust.

An achievement she is very proud to have been a part of. She is also very proud of Ngāti Tamaoho people, their staunchness and shared that she loves you all.

The original Ngāti Tamaoho Charitable Trust Constitution was an exact replica of the Huakina Charitable Trust Constitution. It had the principles to help us on our future journey moving forward. She supports the values that are in the Annual report and the investments.

Kiingitanga according to Tawhio is about upholding the LAW & LORE, love, faith and pono in what we do.

5.3 Nicholas acknowledged Whaea Carmen for sharing her valuable learnings, insights and looks forward to having and in-depth korero

5.4 Trustee Appointments

Congratulations Tamara Taka-Jones and Rachel Petero declared elected Trustees for the Ngāti Tamaoho Settlements Trust.

Only two applications received therefore no need, according to the Charter to go to a vote.

- 5.5 **Resolution:** To accept the Co-Chairs report
Moved by: Tori Ngataki seconded by George Wheatley
Carried

- 5.6 Denny requested that the following be noted and then she is willing to tautoko the report.
Page 11 regarding the audit, requested to be discussed in General Business.
Understanding is as we have just caught up with the Audits.
As the audit is recorded in the Trustees report for Settlement Trust the inference is that the audits are Settlement Trust audits when they are Charitable Trust audits.
Allow an opportunity for the Charitable Trustees to provide an update on what they promised to do and hopefully have an SGM.

6 Annual Report

- 6.1 The Annual report was circulated to whānau on Friday 26th November by email and added to the Ngāti Tamaoho website. Hard copies were available and if requested delivered to whānau living in Auckland where possible.

- 6.2 Report highlights presented by Geneva with an opportunity for questions.

6.3 Questions and comments from whānau

725 Great South Road

- **Q:** Is there a time expiry on the resource consent?
- **A:** We can't use the resource consent because part of the project agreement was if the relationship didn't continue, and we split then we had to pay the other party a percentage if we went ahead with the project on our own. We can use all the reports gained during the process, but we can't do the exact proposed development.
- **Q:** Did we find out what the \$158,000 spend was for as it was listed as no expenditure on the charity's services register and \$158,000 on the audit. ***To be discussed further in general business.***

Collective Settlements

- **Q:** In the report it says there is a small amount that has come from the shovel ready fund. Is there an expiry date on this fund?
- **A:** We do not receive the fund. It's held by Ministry of Housing and Urban Development (MHUD). As costs are incurred for services such as an engineer, they invoice MHUD directly.

Outstanding Claims

- **Comment:** Recollection of the past regarding Papakura Army houses. Iwi interested at the time to contribute to the redevelopment of the storm water infrastructure. Concern was and still is - why would we contribute to the past mistakes of Council. Reminder to proceed with caution.

Ex Manukau Institute of Technology Land Site

- **Q:** Do we have time to discuss what we do with the 14 x 9-bedroom homes?
- **A:** Yes, sharing information in this hui so that we can start discussions and arrange another time to get feedback. We have very detailed reports on the homes.
- **Q:** Government has funding for Māori Papakāinga development. How do our people access this funding? Could Tamaoho help whānau who are landowners and are interested in these homes get direct access to someone to help guide them through the process?
- **A:** Yes, the sooner we receive feedback and direction from whānau of what to do with these homes. Make available to whānau or demolish we can move forward with a plan. Any whānau who would like more information about the homes can contact Geneva directly.

6.4 **Resolution:** To accept the General Managers Annual Report
Moved by: Nicholas Maaka seconded by Ted Ngataki
Carried

7 **Audited Financial Report**

7.1 The financial report was circulated to whānau on Friday 26 November as part of the 2021 Annual Report by email and added to the Ngāti Tamaoho website. Taken as read. Hard copies were available if requested and delivered to whānau living in Auckland where possible.

7.2 Audited Financial Report presented by Taepounamu Ruha

- a) **Statement of Comprehensive Revenue and Expenses.** Commonly known as a Profit and Loss Statement. Tells us what happened in 2021 and gives the comparative year, what happened in 2020.
- b) Rental income has increased in 2021. This is due to lease and rental income received from the Bairds Road property. Not previously recognised in the Settlement Trust books as this was in the Charitable Trust Books. It has since been moved over to the Settlement Trust books. With this also comes increased expenses.
- c) Notable expense Increases. Salaries and wages, Geneva now full-time employee, General Manager of Ngāti Tamaoho Settlement Trust.
- d) Increase in legal advice and expenses. Relate to legal advice for properties held, properties in the interests of the Trust, previous claims and audit fees for historical years dating back to 2012.
- e) Financing cost quite minimal. Settlement Trust doesn't take on any loans. In terms of the exposure to interest expense and financial costs Ngāti Tamaoho Settlement Trust is quite secure and safe in this area.
- f) No profit for the IRD to tax this year.
- g) Loss of \$104K
- h) **Statement of Changes in Equity.** Shows value of the Ngāti Tamaoho Settlement Trust towards the Iwi Whānui. As a result of movement, development and property costs this year the value to the shareholders has decreased by \$104K.
- i) **Statement of Financial Position.** Also known as a Balance Sheet. Tells us what we own, how it is sourced and funded.

7.3 Question from whānau

- **Q:** Are we working on the interest of the settlement money or are we using the settlement money.
- **A:** Yes, we are working off the interest.

7.4 Clarification of question raised earlier about the \$158K

This transaction is related to the Bairds Road property. This property was held in the Ngāti Tamaoho Charitable Trust but legally it should have been recorded in the Ngati Tamaoho Charitable Limited. To ensure we are compliant we have worked with the auditors and recorded it as an inter entity transaction. This means that it has been recorded as payable from the Ngāti Tamaoho Charitable Ltd to the Ngāti Tamaoho Charitable Trust as part of the Bairds Road property.

7.5 Nicholas acknowledged Taepounamu for his work and taking the time to be present an overview of the Audited Financial Report. Called for any final questions.

7.6 Questions from whānau

- **Q:** What was the \$158K spent on?
- **A:** Historical accumulation of property costs relating to the Bairds Road Property.
- **Q:** When you look at the valuation of the properties, they seem quite low compared to houses in today's market. Is there an explanation for this? To get a true valuation of the properties do we need to pay a property valuer. The value of our assets could be a lot higher because it has been valued at cost not fair value.
- **A:** Plant and equipment buildings are held at cost not at fair value. Based on the reporting standards that underpin a lot of these reports this is generally the measurement that is used. If we wanted to use a fair value assessment, then this can be decided by management or however that wants to be treated.
- **Q:** What was the interest received and where is that reflected?
- **A:** The interest received is sitting in the Charitable Trust not in the Settlement Trust. If supplied with an email address of who asked the question happy to provide more detail.
- **Q:** Do you know the total interest in the bank?
- **A:** Decided that this question can also be answered in more detail by email.
- **Put in the chat on behalf of member not present**
Trustee numeration needs to be recorded separately. Reasonable amount per hui \$200 per trustee and \$250 per chairperson. Would like discussed in General Business that beneficiaries consider raising that \$350 per hui for trustees and \$400 per hui for chairpersons.

7.6 **Resolution:** To accept Audited Financial Report
Moved by: Co-Chair Nicholas Maaka seconded by Rachel Petero
Carried with one abstention

7.8 Acknowledgement from Ted Ngataki to Taepounamu and Deloitte for their mahi and manaakitanga.

8 Resolutions

8.1 Resolution #1 Tabled by Josie Cameron

725 Great South Road

As per clause 2.5, (NTSTC) restriction on major transaction that the trustees prepare budget paper what will it cost to recover the property and where will those funds be paid from? Consideration, chairman to approach Election Services to facilitate poll to registered adult beneficiaries.

Resolution: To accept resolution #1
Moved by: Hereraumati Brown seconded by Ted Turua Ngātaki
Carried

8.2 Questions and comments raised by whānau

- Resolution supported by Hereraumati as it is written. Noted that the clause they are referring to; the actual numbers are determined by the purchase cost being no more than half of the asset cost of the trust at the time of acquisition. It does need to have a budget paper prepared in order to reflect the actual clause 2.5 under major transactions.
- Tori agreed decisions on major transactions should go out to the whanau and go through a process. For whanau still learning about 725 Great South Road feels that more information/clarity is required for whanau to understand what we are being asked to do regarding the resolution.
Asked if a resolution can be tabled if the person is not in attendance of the hui and that the name of the person who tabled the resolution is shared to ensure that we are following due process.
- Nicholas confirmed that a resolution can be tabled by a person who is not in attendance of the hui. Requested that it be noted that the resolution was tabled by Josie Cameron. Deferred to Geneva to answer questions about the 725 Great South Road property.
- Geneva - The property was transferred from **Ngāti Tamaoho Settlement Trust** to **Ngāti Tamaoho Charitable Ltd** then went into **Te Rauponga**. As we are in the process of untangling this it is now in under the **Ngāti Tamaoho Charitable Limited**.
- Cost is a work in progress. We are still negotiating over what will be a fair and reasonable contribution spent to date which is under \$500k. The costs to date have been incurred by the other party. It is not a purchase; it is a transfer back to us once we can agree what a fair and reasonable contribution to those costs are.
- **Q:** In terms of the resolution that the whanau are being asked to vote on, does it impact on any of the mahi that has been done or in the pipeline? Are there any risks involved?
- **A:** No risk involved. This clause is from the Ngāti Tamaoho Settlement Trust charter not from Ngāti Tamaoho Charitable Limited which is where the property is.
- **Q:** What is the financial statement for Ngāti Tamaoho Charitable Ltd?

- **A:** Their financial statement is included in the Ngāti Tamaoho Settlement Trust accounts, they are consolidated.
A Ngāti Tamaoho Charitable Ltd bank account has been opened recently. Historically things were being done through the Ngāti Tamaoho Charitable Trust. The accountants are making the adjustments to tidy this up. Technically the income should be going through Ngāti Tamaoho Charitable Ltd.
- **Q:** Clarification sort on who owns Ngāti Tamaoho Charitable Ltd. What part do the original beneficiaries, who registered under Ngāti Tamaoho Trust play in all of the Trust deals that have been going on?
- **Geneva:** *Ngāti Tamaoho Charitable Ltd* is owned by the one shareholder *Ngāti Tamaoho Settlement Trust*. The *Ngāti Tamaoho Settlement Trust* is owned by *Ngāti Tamaoho Trust beneficiaries*. The *Ngāti Tamaoho Charitable Ltd* can cause confusion. It doesn't take away from the functions of Ngāti Tamaoho Charitable Trust.
Ngāti Tamaoho Beneficiaries are registered under the *Ngāti Tamaoho Settlement Trust*. Beneficiaries have the right to vote through the settlement trust deed.

8.3 Resolution #2

As per clause 3.5, (NTSTC), Trustees remuneration to be tabled for approval by beneficiaries at the 2021 AGM.

Deferred to General Business

9 General Business

9.1 Heraraumati Brown

Requested that the following be noted in the minutes

Point of action – AGM 31st July 2021 Minutes

General Business.

Page 4, paragraph 3, part b

This item to be set aside for this meeting and with research, in consultation with Trust staff if there are any further queries that these will be notified to the chair.

Acknowledged that during this hui, the minute in general business was intently discussed.

The question to the chair was to develop a robust process around clarity and provision for information with a good amount of time for beneficiaries to absorb information they are provided. Allowed time to discuss, ask questions and receive answers.

9.2 2019 signed Audits not tabled - Deny Wilson-Takaanini

Table prepared by Deny shared on screen for all to view

Deny spoke to the 2019 budgets at the July 2021 AGM and noted that only one audit was tabled. In the Charities Services Register she found that five audits were signed in 2019. As a beneficiary who was at the 2019 AGM felt disappointed that four were not tabled alongside the audit that was presented.

Met with three of the Ngāti Tamaoho Charitable Trust Trustees, prior to the July 2021 AGM. They agreed in principle and wrote it in their minutes that a mistake had been made and that they would table them at the July 2021 AGM.

At the July hui beneficiaries were promised that they could ask questions regarding some of the expenditure.

Table presented by Deny shows the audits and expenditure for salaries, wages, and other operational costs. She asked if the Charitable Trustees could report back on the breakdown of operational costs and give beneficiaries some time in November to ask questions. As this did not happen as a solution

pathway Deny asked Nicholas as the Co-Chair of the Settlement Trust if she could talk to the table and have a moment for the Charitable Trustees to reply. Due to time availability put forward the following proposal.

Request to the Charitable Trustees:

Could we have a Special General Meeting for the four audits that are yet to be tabled, that were signed in 2019, with the breakdown of the operational costs and opportunity for beneficiaries to ask questions by March 01, 2022.

Would appreciate an answer either a yes and confirm a date or confirm the charitable trustees will think about it and get back to the beneficiaries.

9.3 Nicholas requested that this be noted as a point of action to be referred to the Charitable Trustees.

9.4 Resolution #2

As per clause 3.5, (NTSTC), Trustees remuneration to be tabled for approval by beneficiaries at the 2021 AGM.

Currently Trustee \$200 per hui, Chairperson \$250

9.4.1 Nicholas not comfortable increasing without doing due diligence on what the impact will be on the budget. A report will be presented at the next AGM with recommendations and resolution. This will include how we compare to what other iwi pay.

9.4.2 Whāea Carmen and Matua Ted acknowledge the work our trustees do, appreciate they will do their due diligence on remuneration and support an increase in due course.

9.4.3 Resolution #2 withdrawn by Denny

9.5 Merger of NTST and NTCT

There are legislative issues that we need to go through and understand before we get to the point that we call it a full merger of the two trusts.

The two entities work closely to ensure streamline efficiency financially and operationally. There is work to be done to understand the impact it may have on our settlement and our responsibilities as per our act. The two trusts will do due diligence, taking good legal advice. When they are at a stage that they can discuss and plan future steps all options will be discussed with the beneficiaries.

9.6 Reserve set aside to bury whenua (afterbirth) from Ngāti Tamaoho Beneficiaries

Raised by the Karaka whānau, not able to attend the July 2021 AGM. Not captured in the previous minutes.

If we do get reserves request that consideration be given to set aside a section for rakau to be planted where the whenua are buried and stay forever.

9.7 Mana Whenua Ki Tāmaki Makaurau Health Board

Tamara Taka-Jones is Ngāti Tamaoho's delegate/a member of Mana Whenua Ki Tāmaki Makaurau Health Board.

Mentioned the new Māori Health Authority. Legislation for the Maori Health Authority making it a permanent entity comes into effect in July 2022. This is part of the new health reforms.

It was suggested that we have a separate time to korero about what new health entity and what and how our beneficiaries would like Ngāti Tamaoho representation to continue.

10 Closing Karakia Harley Wade

Action Points For Ngāti Tamaoho Settlement Trustees

Documents and information for AGM's

- Distribute to beneficiaries by post or as a digital copy and placed on our website at least one week prior to the agreed date of the AGM

Ex Manukau Institute of Technology Land Site – 14 x 9-bedroom homes

- Arrange a time to discuss/get feedback from beneficiaries on what they would like to do with the 14 x 9-bedroom homes

Completed Policy documents

- Provide an update on where we are currently at.
- Confirm how many are completed and how beneficiaries can access/view these documents.

Trustee remuneration

- Research and report back to beneficiaries with recommendations and a resolution for trustee remuneration.

725 Great South Road

- Prepare a budget paper with clear information for beneficiaries to consider and vote on.
- Consideration – Chairman to approach Election Services to facilitate poll to registered adult beneficiaries.

Action Point for Ngāti Tamaoho Charitable Trust Trustees

Request for Special General Meeting

- Respond to Deny's request for a Special General Meeting for 4 x audits that were signed but not tabled at the 2019 AGM. Suggested meeting to take place by 01 March 2022 or reply with an agreement that the NTCT will consider the request and reply accordingly.



**Ngāti Tamaoho Settlement Trust
Annual General Meeting – 27th November 2021**

Whānau attendance register

Carmen Kirkwood
Carolyn Taka
David Taka
Denny Wilson-Takaanini
George Wheatley
Georgina Dewes
Harley Wade
Hauauru Rae
Helen Rawiri
Hera Raumati Brown
Jackson Mahora
Janet Wheatley
Jean Yearn
Kataraina Hohaia
Mere Dewes
Panetuke Rae
Pania Taka-Brown
Rachel Petero
Ted Turua Ngataki
Tori Ngataki
Wairemana Pompey
Whāea Penny