

The Board
Workshop Agenda
Waitara Library and Service Centre

Date: 25 November 2019

Time: 3.00pm

Chairperson: Pauline Lockett

| Number | Item | Action |
|---------------|--|---------------|
| 1.0 | Karakia | |
| 2.0 | Apologies: Graham Armstrong | |
| 3.0 | Interest Register and Conflicts of Interest (page 2) <ul style="list-style-type: none"> • Trustees to verbally advise all changes to the interest Register and to amend the Register as attached; and, • Trustees to advise the Chair of any conflict with any matter that is part of the agenda and/or papers presented. | For noting |
| 4.0 | Presentation by Mark Butcher Mr Butcher is Chairperson of New Plymouth PIF Guardians. He will talk to The Board regarding management of New Plymouth District Council's Perpetual Investment Fund. | |
| 5.0 | Fund Balance The Fund Balance at 30 September 2019 was \$1,637,883 | For noting |
| 6.0 | Draft Terms of Reference (meeting fees & allowances review) | |
| 7.0 | Other matters | |
| 8.0 | Closing Karakia | |

Date of Next Meeting: Monday 24 February 2020

Register of Interests

Section 9 of the New Plymouth District Council (Waitara Lands) Act 2018 states that Board members must disclose any actual or potential conflict of interest to the Board. The Board is required to maintain an interests register. The Act also provides that a member of the Board is not precluded from discussing or voting on a matter merely because the member has an actual or potential conflict of interest, so long as the conflict has been disclosed before consideration of the matter. This does not preclude any member from abstaining in discussion or debate on any matter due to a conflict of interest.

PAULINE LOCKETT

| Appointment Date | Organisation | Role | Comments |
|------------------|---|-------------|----------|
| 4 / 12 / 16 | Taranaki District Health Board (TDHB) | Chairperson | |
| 4 / 12 / 16 | Compensations and Appointment Committee | Chairperson | |
| 4 / 12/16 | Finance and Audit Committee, Hospital Advisory Committee, CPHAC/DSAC for TDHB | Member | |
| 1/7/16 | Midland Regional Governance Group | Chairperson | |
| 1/7/18 | National Executive Group for Health for the Midland Region | Member | |
| 1/7/18 | New Zealand Health Partnerships Limited (NZHPL) | Director | |
| 1/8/19 | Finance and Audit Committee – NZHPL | Chairperson | |
| 14/5/13 | Taranaki Work Trust | Trustee | |
| 18/3/15 | Taranaki Health Foundation | Trustee | |
| 28/11/17 | Ngati Te Whiti Whenua Topu Trust | Chairperson | |
| | PN Lockett Family Trust | Trustee | Personal |
| | Burgundy Trust | Trustee | Personal |
| | Bordeaux Trust | Trustee | Personal |

Register of Interests

GRAHAM ARMSTRONG

| Appointment Date | Organisation | Role | Comments |
|------------------|---------------------------|---------------------|---|
| 1984 | Knox Church Waitara | Elder | |
| 2005 | Armstrong Property Truест | | Personal |
| | CA Korff Family Trust | Ex-client / friends | Personal |
| | Ranfurly Trust | Ex-client / friends | |
| | RA Goble Trust | Ex-client / friends | |
| | Sutton Family Trust | Ex-client / friends | |
| | EC Parker Family Trust | Friends | |
| | Various family trusts | Trustee | Personal. No conflict of interest expected. |

PAT BODGER

| Appointment Date | Organisation | Role | Comments |
|------------------|---|---|----------|
| 2019 | Manukorihi Hapū Manukorihi Hapū Charitable Trust Manukorihi Pa Reserve Trust | Chairperson Trustee Trustee | |
| 2019 | Te Kōwhatu Tū Moana (Waitara Lands Act) Te Whare Punanga Korero (Taranaki Iwi Health Trust) Representative Hospital Advisory Committee & CPHAC/DSAC Committee | Trustee Te Atiawa representative | |
| 2017 | NPDC Aged and Accessibility Issues Working Party Te Hanataua Whanau Trust Hospice Taranaki Inc. Hei Ahuru Mowai National Maori Cancer Leadership | Members Trustee Trustee Associate member | Personal |

Register of Interests

DONNA ERIWATA

| Appointment Date | Organisation | Role | Comments |
|------------------|---------------------------------------|----------|----------|
| | Pukepapa 3 Reserve | Trustee | |
| | Otaraua Hapu Management Committee Inc | Trustee | |
| | Otaraua B2E Ahuwhenua Trust | Trustee | |
| | Waitara SD 6 & 91 Ahuwhenua Trust | Trustee | |
| | Te Kowhatu TuMoana Trust | Trustee | |
| | Nga Ringawera Otara Ltd | Director | |
| | Whai-Tara Holdings Ltd | Director | |
| | 3 Waters and Te Kohia (NPDC) | Board | |
| | 2 Sections from NPDC | Leasee | |

DARREL NICHOLAS

| Appointment Date | Organisation | Role | Comments |
|------------------|---------------------|---------|---------------|
| | Oracle Trust | Trustee | Personal |
| | Darnic Family Trust | Trustee | Personal |
| | Majiks Trust | Trustee | Friends Trust |
| | Nosila Trust | Trustee | Friends Trust |

MAWHATURIA WHITE

| Appointment Date | Organisation | Role | Comments |
|------------------|----------------------------------|------------------|----------|
| | | | |
| | Manukorihi Hapū Charitable Trust | Chairperson | |
| | Manukorihi Pa Trustees | Vice Chairperson | |
| | Manukorihi Hapū | Uri | |
| | Te Ara Whakamua o Whaitara | Chairperson | |
| | Te Kowhatu Tū Moana | Trustee | |
| | ANZ Bank | Employee | |
| | 1 section from NPDC | Leasee | |

Register of Interests

RAWIRI DOORBAR (Alternate member)

| Appointment Date | Organisation | Role | Comments |
|------------------|--------------|------|----------|
| | | | |
| | | | |

MARION JAMES (Alternate member)

| Appointment Date | Organisation | Role | Comments |
|------------------|--------------------------------------|------------------------------|------------------|
| | Department of Internal Affairs (DIA) | Community Advisor | |
| | Te Ara Whakamua O Whaitara | DIA Parnership, Lead Advisor | No voting rights |
| | Hospice Taranaki | Volunteer | |

TERMS OF REFERENCE (INCLUDING MEETING FEES)

PURPOSE

1. This report presents an updated Terms of Reference for the Board's consideration and recommendation to Te Kōwhatu Tū Moana and the Council.

RECOMMENDATION

That, having considered all matters raised in the report, the draft Terms of Reference be forwarded to Te Kōwhatu Tū Moana and the New Plymouth District Council for consideration, noting that remuneration and payment of expenses is a decision of the New Plymouth District Council.

DISCUSSION

1. At The Board's first meeting (June 2019), The Board endorsed a draft Terms of Reference with some amendments.
2. At the Chairperson's request, The Board was asked to reconsider the Terms of Reference in relation to:
 - i) Communications allowances
 - ii) Meeting allowances
3. The attached draft Terms of Reference incorporate the amendments made at the June 2019 meeting.
4. The draft also contains a recommendation for meeting and workshop attendance fees.

FACTORS FOR THE BOARD TO CONSIDER

5. The Waitara Lands Act provides the factors to consider in determining remuneration for Board members:
 - a) The Board's purpose and functions
 - b) Fairness to the members of the Board (i.e. that Board members should receive a reasonable compensation)
 - c) Fairness to the Waitara community (i.e. that the Fund is primarily about improving the well-being of Waitara)
 - d) The Council's remuneration policy for other entities
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NEXT STEPS

6. Once The Board has decided on a Draft Terms of Reference, the draft will be forwarded to Te Kōwhatu Tū Moana and the Council.
7. While the Board member remuneration has been included in the Terms of Reference for practical purposes, the decision on those matters rests with the Council¹.

FINANCIAL AND RESOURCING IMPLICATIONS

8. Remuneration and expense reimbursement is paid from the Fund.
9. The Council may recoup Board expenses as set out in the Act².

APPENDICES

Appendix 1 Draft Terms of Reference

-----*End of Report*-----

¹ Sch 2 Cl8 New Plymouth District Council (Waitara Lands) Act 2018

² Sch 2 Cl11 New Plymouth District Council (Waitara Lands) Act 2018

DRAFT TERMS OF REFERENCE

THE BOARD

| | | |
|-----------------|---------------------|--|
| Tumuaki: | Chairperson: | XXXX (XXXX appointee – elected to Chairperson role by the Members) |
| Hūanga: | Members: | XX (Te Kōwhatu Tū Moana appointee) XX (Te Kōwhatu Tū Moana appointee) XX (Te Kōwhatu Tū Moana appointee) XX (New Plymouth District Council appointee) XX (New Plymouth District Council appointee) XX (New Plymouth District Council appointee) |

The New Plymouth District Council (Waitara Lands) Act 2018 creates an enduring fund for the benefit of the Waitara community, including the Waitara hapū. The purpose of the Waitara Perpetual Community Fund is to improve the social, economic, cultural and environmental well-being of Waitara.

Kaupapa: Purpose

The purpose of The Board is:

- a) To make recommendations to the Council concerning –
 - i) The Council's investment policy for the Waitara Perpetual Community Fund (including recommendations about addressing the matters specified in section 105 of the Local Government Act 2002 for the purposes of section 50(1)(b)); and
 - ii) The policy for determining the amount of annual releases from the Waitara Perpetual Community Fund.
 - b) To determine the distributions from the annual release from the Waitara Perpetual Community Fund for each financial year.
 - c) To perform any other functions that may be conferred on it by the New Plymouth District Council (Waitara Lands) Act 2018.
-

STATUTORY POWERS

The Board has all the powers necessary to enable it to perform its functions but must not –

- a) Acquire, hold, or dispose of money or property; or
- b) Borrow any money; or
- c) Purport to lend money or provide any other financial accommodation, indemnity, or guarantee; or
- d) Enter into contracts; or
- e) Employ any person; or
- f) Willingly be a party to any legal proceedings.

Specific matters within the delegated authority of The Board:

1. Renaming of The Board at any time
 2. Election of a Chairperson
 3. Providing to the Council its determinations of the distribution from the annual release from the Waitara Perpetual Community Fund for that financial year. This must be provided before the day that is nine months after the end of each financial year of the Council.
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Procedural matters

1. Board Structure

1.1 Chairperson

- a) The Chairperson is elected by The Board members as set out in clause 1.2 of these Terms of Reference.
- b) The Board may change the Chairperson at any time.
- c) Each Chairperson has a term of one year

- d) The Board may not reappoint the existing Chairperson unless all the members of The Board agree.
- e) A Chairperson who is reappointed may not hold that office for more than three years.

1.2 Voting system for electing a Chairperson

The candidate will be elected if he or she receives more votes than any other candidate. This voting system has the following characteristics:

- a) There is only one round of voting; and
- b) If two or more candidates tie for the most votes, the tie is resolved by lot.

1.3 Membership

The Board comprises –

- a) Three members appointed by Te Kōwhiri Tū Moana (who may, but need not be trustees or employees of Te Kōwhiri Tū Moana); and
- b) Three members appointed by the Council. The Council has resolved that elected members, including community board members, and staff are not eligible for appointment to The Board.

2. Quorum

- a) The Board may not make any decision unless there is present a minimum of two members appointed by Te Kōwhiri Tū Moana and two members appointed by New Plymouth District Council.
- b) An appointed alternate member may participate, with voting rights, in place of a regular member who cannot participate in a meeting due to:
 - A vacancy existing on The Board; or
 - A regular member being unable to attend an individual meeting and having tendered an apology.

When attending in this capacity, an alternate member is considered to be a member for the purposes of the quorum.

- c) A meeting may only convene, or continue, when a quorum of members is present, whether or not they are all voting.

- d) A meeting must lapse, and the Chairperson vacate the chair, if a quorum is not present within 10 minutes of the advertised start of the meeting. Where members are known to be travelling to the meeting, but are delayed due to extraordinary circumstance, the Chairperson has discretion to wait for a longer period.
- e) No business may be conducted while waiting for the quorum to be reached.
- f) An alternate member who is not required to participate in place of a regular member or a vacancy:
 - i) May attend meetings of The Board but may not vote on any matter at that meeting.
 - ii) May, with the leave of the Chairperson take part in the meeting's discussions.
 - iii) Is not a member of the public for the purpose of s.48 LGOIMA. Consequently, if the meeting resolves to exclude the public, they may remain unless they are lawfully excluded.

3. Apologies

Apologies must be lodged with the Chairperson and Secretary no less than 24 hours prior to a meeting. This will enable sufficient notice being provided to the relevant alternate member.

4. Term of office

- a) The Council and Te Kōwhatu Tū Moana may appoint their representative members for a term not exceeding three years.
- b) Any member of The Board is eligible for reappointment.

5. Decision-making

- a) A consensus approach to decision-making must be used whenever possible.
- b) If necessary the Chairperson may determine that a decision may be made by vote.
- c) A member has the right to abstain from voting.

6. Casting Vote

- a) The Chairperson has a deliberative vote
- b) In the event of an equality of vote:
 - i) The chairperson does not have a casting vote; and
 - ii) The motion is deemed to have failed.

7. Conflict of Interest

- a) Each member of The Board must disclose any actual or potential conflict of interest to The Board.
- b) The Board must maintain an interests register.
- c) A member of The Board is not precluded from discussing or voting on a matter merely because the member has an actual or potential conflict of interest, so long as the conflict has been disclosed before consideration of the matter.
- d) A member may abstain from discussing or voting on an issue because of an actual or potential conflict of interest.

8. Local Government Official Information and Meetings Act 1987 and Public Records Act 2005.

The Board is subject to the Local Government Official Information and Meetings Act 1987 (LGOIMA) and the Public Records Act 2005, but The Board is not a committee of the Council or a council organisation.

9. Calling of meetings

9.1 Public Notice

Meetings will be called, and publicly notified, in accordance with s46 of the LGOIMA.

For the purposes of this requirement, the meeting notice may be included with other meeting notices issued by the Council.

10. Whakamahi: Operation

The Council will provide adequate administrative support and operating services to The Board.

11. Consultation with the Waitara community

As a minimum, consulting with the community will involve:

- a) Gathering and reviewing existing documents (such as iwi, hapū and marae planning documents and the Waitara Community Board Plan)
- b) Seeking ideas and suggestions on the issues of importance from the community via public notice, community networks and/or social media.
- c) Following preparation of a draft assessment, seeking comment on the draft assessment via public notice, community networks and/or social media.
- d) Holding at least one public meeting, workshop or open day in the Waitara community to discuss the draft assessment.
- e) Holding at least one hui at Ōwae Marae to discuss the draft assessment.

The Board may determine additional consultation methods for each assessment.

12. Expenses

12.1 Meeting and workshop fees

- a) The Chairperson and member of The Board will be remunerated for attendance at formal meetings and workshops.
- b) A meeting allowance will be paid for each meeting or workshop of The Board at the rate set below

| | |
|-------------|-------|
| Chairperson | \$400 |
| Member | \$280 |
- c) Alternate members will paid:
 - i) A meeting allowance of \$280 for attendance at any workshop
 - ii) A meeting allowance of \$280 for attendance at a meeting where they are covering a member's absence.

12.2 Reimbursement of expenses

- a) The Chairperson and members of The Board will be reimbursed in accordance with the rates sets out in the current New Plymouth District Council's Rules for the Recovery of Expenses for the following expenses:
 - Vehicle mileage
 - Taxis
 - Travel, accommodation and attendance at conferences / seminars / training programmes
 - Contribution toward broadband costs
- b) The New Plymouth District Council Chief Executive or their nominee must pre-approve any other expenses before they it is incurred.

12.3 General

- a) No meeting fees are paid without deduction of withholding tax.
- b) All claims must be lodged no later than one month after the close of the financial year in which the expense was incurred.

12.4 Approval of Costs

- a) Remuneration and expense claims are approved by the New Plymouth District Council Governance Lead. Receipts for expenses are required.
- b) The New Plymouth District Council Chief Executive (or their nominee) must pre-approve expenditure prior to The Board commissioning advice from an external party, including, but not limited to, the New Plymouth District Council, Te Kotahitanga o Te Ātiawa Trust, Te Kōwhatu Tū Moana, Otaraua Hapū and Manukorihi Hapū.

13. Administration

The Council will provide administrative and operating services to The Board. This includes, but is not limited to:

- Secretarial support
- Policy drafting support
- Funding application analysis

14. Calling for funding applications

[this section to be completed following assessment of issues of importance to the Waitara community or a part of the Waitara community]

15. Amendment to Terms of Reference

The terms of reference may be amended by agreement between the Council and Te Kōwhatu Tū Moana.

INTERPRETATION

Alternate Member Means a person appointed by either the New Plymouth District Council or Te Kōwhatu Tū Moana to replace a member of The Board where a vacancy exists, or or an apology has been received from a member.

Chairperson Means the person elected by The Board to be the presiding member.

Internet site In relation to The Board, means an Internet site that is maintained by, or on behalf of, the New Plymouth District Council and to which the public has free access

Member Means any person appointed to The Board.

For the purposes of an individual meeting it includes an alternate member when that person is participating due to a vacancy on The Board or an apology being received from a member.

Publicly notified has the same meaning as defined in the Local Government Official Information and Meetings Act 1987

means made known by means of a notice that—

- (a) is made publicly available, until any opportunity for review or appeal in relation to the matter notified has lapsed, on the local authority's Internet site; and

- (b) is published in at least—
 - (i) One daily newspaper circulating in the region or district of the local authority; or
 - (ii) One or more other newspapers that have a combined circulation in that region or district at least equivalent to that of a daily newspaper circulating in that region or district

DRAFT