

NGĀTI REHUA-NGĀTIWAI KI AOTEA TRUST BOARD

**TRUSTEE'S HUI, 3pm Wednesday 27 FEBRUARY 2019,
ONLINE ZOOM HUI WITH TWO TELEPHONED IN**

INTERIM INDEPENDENT CHAIR TRUST HUI #2 MINUTES

CONFIRMED at TRUST BOARD HUI on 21 March 2019

***Whakataukī whakataki
[Introductory proverb]***

*‘Inā te mahi, he Rangatira.’
[By their works, a Chief is known.]*

1. KARAKIA/MIHI

2. Trustees In Attendance:

Tavake Afeaki, Valmaine Toki, Aperahama Kerepeti-Edwards, Hillarey McGregor, (William) Bruce Davies. Tavake, Valmaine, Aperahama by Zoom, Bruce & Hillarey called in by Tavake's telephone [with some gaps where trustees had to be called back in, when their phones cut off or where people could not hear very clearly].

3. Apologies – none, all present.

4. Review of Minutes of Initial Trustee Hui of 12 February 2019, Motairehe Marae

General discussion of the Draft Hui Minutes as circulated. There was agreement that the Minutes accurately summarised the discussions held, the Court's judgment orders, what our priorities included and areas of focus for us to work on. Corrections to the Minutes were sought. Hui Agreed to insert Valmaine's references to paragraph 4.4 list to include: MACA High Court claim & representation; MACA Wai 2660 Waitangi Tribunal Inquiry Claims & representation. Upon Tavake circulating amended Draft Minutes by email, Hillarey later (on 27 Feb 19) sent a correction of name spelling in para 4.5 and otherwise confirmed her acceptance of the Minutes to all Trustees on the email loop. Tavake then circulated the Final CONFIRMED Minutes, being the **NRNWTB Trust Board Hui #1 12 Feb 2019 Motairehe CONFIRMED by all present at that hui on 27 Feb 19.**

5. Email Correspondence about High Court Judgment & Work Priorities

- 5.1. At 11.22 am on 27 February 2019, Hillarey had emailed the trustees about her views on the trust board work flows and focus, following the hui which three of us trustees (Hillarey, Valmaine & Tavake) had had with the Auckland City Council officials the day before. [A copy of Hillarey McGregor's email of 11.22 am, 27 February 2019 was considered and is **attached** to the end of this Minute as Appendix A.]
- 5.2. Valmaine had emailed in reply to Hillarey's email discussing the same topics and what we need to do to carry out the work as ordered. [A copy of Valmaine Toki's email of 11.59 am, 27 February 2019 was considered and is **attached** to the end of this Minute as Appendix B.]
- 5.3. Discussion followed between trustees about the content of those emails and the work we needed to carry out. Also discussed was who needed to carry out the mahi of the existing NRNWTB relationships with other external groups like local and central government going forward.

- 5.4. Tavake noted that there were valid and pressing matters raised by both the trustees' emails about our priorities as a board, validation processes and work needed to get to those, risks of having more delays, who was to represent the trust in relationships with external groups and that in the absence of agreement on this, we would have to do what we could right now to carry out our orders - and defer for further discussion once we could get the trust's records and more information.
- 5.5. It was acknowledged that Justice Palmer in para 45 (c) (i) of his judgment, had appointed the independent interim trust chair to chair meetings as required to ensure the day-to-day administration and running of the trust and (ii) as soon as practicable, facilitate the processes required for the regularisation of registrations and database, the holding of and AGM and election of trustees.
- 5.6. Tavake pointed out that the problem was we still needed to secure the trust's records, information and beneficiary database. We have no baseline to start from. The records are needed to keep the trust legally compliant with its obligations to pay tax, file returns, run accounts, remain a charitable trust, pay bills and therefore be able to create capacity for a feasible campaign to run validations of registrations and AGM.
- 5.7. Bruce advised that he had not earlier appreciated that the judge had told us to run the trust following the emails and discussion of para 45.
- 5.8. The next steps were still to get the trust's records, data and information from the former office holders so that we could determine the legal status, accounts and get on with the work to be done.
- 5.9. Tavake reported that he had not been able to meet with the former secretary on the previous week, and again the day before on 26 February, but that we needed that information to be able to take next steps.
- 5.10. Tavake also advised his concern raised earlier on about our capacity to prepare for the elections because the Court registry had advised that ElectionNZ was fully booked for the year and could not help with our elections until 2020.

6. Discussion of Draft TB Introduction Letter to Government/Other Groups

- 6.1. Valmaine had circulated a draft NRNWTB introduction letter to government and other groups for us to discuss, so that we could make contact with them and get to do our work. There was discussion about use of the word 'mandate to represent' NRNWTB and why.
- 6.2. Also discussed was who needed to carry out the mahi of the existing NRNWTB relationships with other external groups like local and central government.
- 6.3. Agreed we needed to first tell the external groups who the interim trustees were, what the Court has ordered us to do in the judgment and then take next steps.
- 6.4. Tavake undertook to re-draft and circulate the letter to be used as a template for sending to the various organisations we had agreed to contact.
- 6.5. We discussed further confirming the list of who to write to once the form of the letter was agreed amongst trustees by email afterwards.
- 6.6. The list was as follows:
 - 6.6.1. Inland Revenue Department;
 - 6.6.2. Charities Services Department;
 - 6.6.3. ElectionNZ;
 - 6.6.4. KiwiBank Limited;
 - 6.6.5. Te Arawhiti (Ministry of Crown Māori Relations & Office of Treaty Settlements) - Tavake advised that Trina Dyall of OTS had called asking if I was in fact the New Independent Chair of NRNWTB and left a message to call.
 - 6.6.6. Te Papa Atawhai (Department of Conservation);
 - 6.6.7. Conservation Board of Auckland;
 - 6.6.8. Auckland City Council;
 - 6.6.9. Aotea Great Barrier Local Community Board;

- 6.6.10. Independent Māori Statutory Board (of Auckland City);
- 6.6.11. Hauraki Gulf Island Forum (part of Auckland City);
- 6.6.12. Dark Sky Sanctuary;
- 6.6.13. Destination Great Barrier;
- 6.6.14. Historic Places Trust;
- 6.6.15. Te Puni Kokiri (Ministry of Māori Development, Auckland); and
- 6.6.16. Te Tumu Paerau (The Māori Trustee);

6.7. Tavake undertook to writing to those groups to get the trust ready to work and take the next steps to the main goals as directed.

7. Possible Hui with other Ngāti Rehua-Ngātiwai uri at Matapouri & Whananaki Marae

7.1. Aperahama had raised the possibility of pōwhiri, hui for trust at those marae, to hui with the Ngāti Rehua-Ngātiwai people there to progress the work charged with.

8. Handover of Trust Records & Briefing by former secretary, Ngaire Pera

8.1. Tavake advised the hui that he had been advised by former chair Nicola MacDonald that Ngaire wanted to brief him as the new chair on the trust's operations and hand over the trust's records, which were in a lock-up cubicle in Auckland. Specifically Tavake wanted a debrief, the records and the registration database.

8.2. He updated the trustees that Ngaire had cancelled their hui at her lawyer's office on 26 February, that Ngaire is the sole caregiver for her elderly mother. Tavake offered to fly north on Monday 4 March to hui with her at her home at Matauri Bay, or at Kerikeri because it is relatively close to Matauri, or possibly at Whangarei.

9. Seeking Information from Former Independent Chair, Jamie Tuuta of Te Tumu Paerau

9.1. Agreed that because he might have some useful information, Tavake would seek to talk to him or to get copies of files or copies of information from the former independent trust chair's office. Jamie Tuuta is no longer Te Tumu Paerau (Māori Trustee).

10. Validation Hui – Marae Venues Preferred & DRAFT Validation Process

10.1. Tavake expressed that because of the nature of the Validation Hui we were going to organise, and the foundations of tikanga, kawa, whakapapa, that it is his preference that we hold these hui on marae.

10.2. Trustees agreed and there were suggestions of venue of marae on Aotea; Motairehe, Kawa. Also on the Mainland at Matapouri and Whananaki and Ōmaha marae.

10.3. Agreed that we must properly organise and run the Validation hui; that we will need to take time and that those hui should not be rushed.

10.4. To design our process for success, we would need to think through the issues carefully, discuss the needs, real and important practical aspects of hosting, manākitanga, kai, catering and amenities for kaumātua, whānau, tamariki, workers and officials and that sequencing be properly worked out for the hui to work.

10.5. All this will take time, planning, consultation, funding and having the right people do the work to see it through.

10.6. Tavake advised that he understood that the Validation process as he had read about it, was going to take some clarity of planning to provide a clear process for it at all levels, from the overall concept, the registration process, criteria.

10.7. This was to include such basic questions as: 'What is the starting point?' of the register database? Where is/are the database(s)?

- 10.8. Tavake asked hui for a volunteer to draft for the trust board a DRAFT Validation Process for circulation to all the trustees. Once we received the Draft, we would circulate discussion, proposed amendments, feedback etc to all of us and then have another trustee hui to refine the Draft. ElectionNZ's absence until 2020 was also noted and what that means for our preparation.
- 10.9. Tavake emphasised that the DRAFT would only be a DRAFT until such time as we discussed it and we, as a trust board finalised it. It would not be FINAL until we had fully engaged on it as a board and come to a decision.
- 10.10. Aperahama agreed to put together a DRAFT Validation Process and circulate that to trustees for engagement.

11. Investigating Capacity-Building Funding a Secretary for the NRNWTB

- 11.1. Tavake noted that no one was resourced to carry out this trust work and that we needed to find a solution to getting some funds to have a person contracted to carry out administrative, secretarial support for us. Then we could protect the trust and focus on our work goals.
- 11.2. At the 26 February meeting of three trustees with some Auckland City Council managers and planners, the AC Manager Māori for Operations, Ani Pitman, suggested that there may be 'capacity-building' funding available for the NRNWTB and that she would put us in contact with the AC Manager Māori for Governance so that we might discuss accessing that resource to help us manage the trust's accounts, legal compliance with government and then be in a position carry out our duties.
- 11.3. Agreed to follow through with this and organise to engage and find out about this with Auckland City.

12. Next Trust Board Hui

- 12.1. The next Trust Board hui was scheduled for 3pm, Thursday 14 March 2019 at Hillarey's work offices, corner of Karangahape Road and Newton Road, level 2.
- 12.2. Tavake thanked Hillarey for her offer of venue for us to hui. If any other matters arose, we would email the trustees and discuss alternatives.

13. Mihi Whakakapi

- 13.1. Tavake thanked the Trustees for the work done, their efforts to come and welcomed taking the next steps.

14. Karakia Whakakapi

- 14.1. Aperahama Kerepeti-Edwards

Hui closed at approximately 5.15 pm

Tavake Barron Afeaki, Interim Independent Chair, NRNW ki Aotea Trust

**** APPENDIX A ****

A copy of Hillarey McGregor's email of 11.22 am, 27 February 2019

“-----Original Message-----

From: Hillary McGregor [mailto:hmcgregor.gbi@gmail.com]

Sent: Wednesday, 27 February 2019 11:22 a.m.

To: Tavake Afeaki <tavake@afeakichambers.co.nz>; Valmaine Toki <v.toki@auckland.ac.nz>; jbdavies@clear.net.nz; aperahama.edwards@outlook.co.nz; jbdavies8@gmail.com

Subject: NRNW TB meeting 27 February 2019 - (HM's email re processes & trust priorities)

Tena koutou katoa

Before we go into our meeting this afternoon I would like to make it very clear on my position within the board and as such would like it minuted.

I understood that my/our objective as interim Trustees is to support this Trust to organise the validation of new and existing members as requested by the High Court and to call the AGM and hold elections of new trustees immediately.

I understand the importance of maintaining our relationships, both internally and externally however I am not in support of prioritising these relationships / representation over the validations; AGM and elections.

We have 1500 registrations of the master data base that require validation. Two of the validation members on the defendants side have since died.

It took the defendant validation group 10 hours to validate 300 people.

Of the 400 names validated by the plaintiff validation group (which I understand only took them 2 hours to validate), the defendant group only agreed on 60 registrations, going through line by line.

If these groups came together once a month, (considering their own commitments) that is 5 months without the double checking for agreement.

AGM - we will need to allow time for the ballot voting process and the 21 day notice of intent for the AGM, so add on another month or 3. This will then bring us close to the end of the year. Christmas and school break will follow and it could be expected that no work will be undertaken.

Given this timeframe, I am concerned that if we start delving deep into the workings of the Trust that our limited time will be consumed by external demands and we won't meet the High Court Judge expectation/s.

It is urgent that we set the dates and arrange the venue for the validation groups, perhaps the same venue as they have used in the past arranged by the previous appointed Chairperson.

That we prepare for the ballot voting and catering/venue booking for the AGM.

In the following months after the appointment of new Trustees we can provide a handover and report/s as may be required by the court.

As this is the objective of the High Court request then I would like to treat it with the utmost importance it requires and not delay further.

I also want it recorded that I do not believe it in the best interest of our Trust, our beneficiaries or those we have existing relationships with, to change or remove those previously appointed and or elected representative/s for the following reasons:

We are only interim Trustees.
We lack human and financial resources
We lack the background knowledge
We do not have the history or rapport with the Trusts associate groups.
We are unaware of all the issues and agreements at hand.
We are time bound.
It will provide that interim continuity.
They can be mandated to continue to represent and report back to the interim Trust as we would have done with any new rep. The difference being they have the background knowledge.
One of our Trustees could attend meetings with the rep.

Some risks to the Trust if we don't get the validation and AGM done as well as change the signatories to pay bills as I see it are:
Loss of kaumatua / Kuia
Further penalties from IRD
Further expense and preparation of the 2018/19 audited accounts De registration with the Charities Commission
Loss of contents in storage container
Insolvency

I look forward to our conference this afternoon, please send through instruction for connection.

Kiaora

Hillarey McGregor”

**** APPENDIX B ****

A copy of Valmaine Toki's email of 11.59 am, 27 February 2019

“-----Original Message-----

From: Valmaine Toki [mailto:v.toki@auckland.ac.nz]

Sent: Wednesday, 27 February 2019 11:59 a.m.

To: Hillary McGregor <hmcgregor.gbi@gmail.com>; Tavake Afeaki <tavake@afeakichambers.co.nz>; jbdavies@clear.net.nz; aperahama.edwards@outlook.co.nz; jbdavies8@gmail.com

Subject: Re: Re meeting 27 February 2019 - (VT's reply to HM's on priorities for trust)

Kia ora Hillary koutou ma,

First, I understand your position and yes, it is important that we as interim trustees facilitate the process whereby the two kaumatua groups meet to review/validate the database in order to hold an AGM. However, there are two issues that I am aware of that currently delays this:

1. We do not have a copy of the database for the kaumatua groups to review
2. I understand the Electionz is not available until late 2019/early 2020

Notwithstanding these two issues this matter is still a priority - and will be a process that we as interim trustees facilitate only.

Secondly, Justice Palmer's order clearly directed (para [45] (c)) the Chair to ensure the day to day administration of the trust which includes maintaining relationships with Auckland Council, Te Papa Atawhai, etc. This requires engagement.

Thirdly, I do not and cannot support the current representatives continuing in their role - not only do they not hold any mandate for Ngati Rehua Ngatiwai ki Aotea but there has been concern voiced from hapu members - and as mangai for our people I cannot and will not support the current representatives.

Yes, we are all time poor and yes, as interim trustees this is not a career choice, but we are subsequently directed by Justice Palmer to not only facilitate the holding of an AGM but to also the day to day running of the Trust.

I look forward to this afternoon's teleconference.

Ngā mihi,
Valmaine”