

Te Manawa ō Tūhoe Annual General Meeting Minutes

HELD ON 19 December 2010

At Ngahina Marae, Ruatoki

Commenced: 11.30am

Present:	Apologies
<p><i>As per attendance register.</i></p> <p>Jane Peita, Te Ringamauhena Tamanui, Kiwi Tihema, Tahawera Rahe, Jack Biddle, Eddie Haaki Ata, Tangiora Tawhara, Tame Iti, Janie Tekaaawa, Doreen Tekaaawa, Tiotio Temo, Boy T Biddle, Lois Umuhuri, Apihai T Rakuraku, Tomas Thrupp, Patsy Nikora, Taati Pearson, Tom Tupe, Maketu Hona, Tawari Kameta, Rihī Kameta, Hiria Hape, Mei Winitana, Chalie Waeke, Tane Turei, Marie Stewart, Kawa Tumoana, Rangiuwa Hohepa Rakuraku, Paki Nikora, Bruce F Monk, Haromi Dodds, Jason Mika, Frank Vercoe, Taihako Bill Willnard, Hemana Waaka, Tu Waaka, Tama Nikora, Jennifer Takuta-Moses, Georgina Turei, Ian Tarei, Maaka Ponika, Makere Davies, Rose Te Rauna, Menu Ripia, Kirituia Tumarāe, Aubrey Kohunui, Te Kauri Tuhua, Louis P McManus, Kawe, J Te Kurapa, P Bonnar, Diana Wikitoria Tupe, Noki Te Poono, Meriann White, Korotau, Tangi Biddle, Matiu Weko, Maghon Kalan, Haruru Timoti, Pita Pukeepe, Te Aroha Huirua Teepa, Hapai Hake-Rangiaho, Vernon Winitana, Leah Rangiaho, Nen Tulloch-Tupe, Reko TeMoana, Aubrey Temara, Kapi Tupe, Hana Harawira, Irene Kereama-Royal, Maaka Rangiaho, Hinerau Rameka, Anne Jones, Kararaina Rangihau, Hineuru Taoho, Holly Campbell, Waiparangi Anderson and Franceen Reihana.</p>	<p>Richard Tumarāe, Hiria Temo, Maryann Brown, Kotiro Skelton, Maki raua ko Wi Patene, Makarini Tamihana, Hine Tepou, Mate ?. Erana Manihera, Tamihana Tupe, Agnes Carson, Charlie Rakuraku, Mere McGarvey, Peha Rika, Martin Rakuraku, Nancy Timoti, ? Turuwhenua, Helen Tamati, Tu Mclean, Buddy Mclean, Terehia Biddle, Hiraina Hona, Caroline Tumoana, Joseph Vercoe, Te Waiarani Harawira, Waki Tupe, Max Temara, Pou Temara, Jacqueline Vercoe, Jade Rogers, James Thrupp, John & Whakairi Rogers Whanau Trust, John Rangi Mika, Kani McGarvey, Kiwi Trainor, Lewis Vercoe, Mark Mahaki, Noho Te Wharau, Puni Tiakiwai, Richard Vercoe, Ronald Rogers, Tai McGarvey, Tane McGarvey, Turuhira Thrupp, Jane Thrupp, James Thrupp, John Thrupp, Michael Thrupp, Michael Thrupp, Maori Trustee, Tanya George, Carl Gerorge, Georgina Te Heuheu, Lara George, Tilly Hirst, Koka Vercoe, Lewis Vercoe, Tiwi Thrupp, Piripi Takuta, Reki Takao, Nika Tekura Trust, Adrian Rogers, Althea Vercoe, Ameria Riki, Barnett Vercoe, Edie Vercoe, Fred Makutu, Gavin Mahaki, Gilbert Frederick Matutaera Iopata Whanau Trust, Waimihi Vercoe, Ewa Thrupp, Grace Turuwhenua, Haami McGarvey, Hamuera Te Poono, Hana Nohokau, Hema Temara, Henry Vercoe, Heremia TeHeuheu, Hine Thrupp, Eva Morehu, Iwikino Piripi Whanau Trust, Toia Herewini, Maketu Herewini, Ihimana Herewini, Ngaroma Herewini, Marama Hartley, Ngakete Herewini, Takuira Hartley, Aaria Williams</p>

Item #	Discussion	Action
	<p>Karakia Hui was preceded by a full Hapati</p> <p>Mihimihi</p>	
	<p>Chair Opening Address:</p> <ul style="list-style-type: none"> Explanation of registration process Non beneficial owners have speaking rights only, no voting rights Assistance and forms available for succession applications 	

	<ul style="list-style-type: none"> Explanation 20 shareholders is meeting quorum; meeting can proceed as quorum is reached <p>Introduces Board members present; Hiria Hape (had to leave at lunch), Hana Harawira, Marie Stewart, Tama Nikora, Kapi Tupe, Jenni Takuta-Moses, Cliff Akuhata</p>	
Previous Minutes		
	<p>Jenni Takuta – Moses read previous AGM minutes (Nov 08) verbatim.</p> <p>Mr Chair asked if there were any amendments to the minutes, there were none.</p> <p>Mr Chair sought a motion to accept the previous minutes as a true and correct account of those proceedings, which resulted in the following resolution:</p> <p>Resolution: That the minutes of the previous AGM are a true and accurate record of those proceedings</p> <p>Moved: Tui</p> <p>Second: Hemana Waaka</p> <p style="text-align: right;">Passed Unanimously</p>	
Matters Arising		
	<p>Hemana Waaka questioned where the putea for Ngati Tawhaki was and why the auditor had been changed? Mr Chair asked if these issues could be dealt with in general business.</p> <p>Aubrey Kohunui stated he also had an issue to discuss in general business.</p>	
Special General Meeting Minutes		
	<p>Hiria Hape read special general meeting minutes. Mr Chair explained that the SGM was convened to address specific issues which arose out of the AGM held prior to the SGM.</p> <p>Mr Chair sought amendments from the floor.</p> <p>There were no amendments. Mr Chair requested the minutes be accepted as a true and accurate record of those proceedings, which resulted in the following resolution:</p> <p>Resolution: That the minutes of the previous SGM are a true and accurate record of those proceedings</p> <p>Moved: Tame</p> <p>Second: Tama</p> <p style="text-align: right;">Passed Unanimously</p>	
Matters Arising		
	<p>Tama Nikora reminded the Hui that the SGM contained issues of importance to shareholders.</p> <p>Hemana informed the hui that their Waaka Whanau Trust took an application to the Maori Land Court raising 3 issues:</p> <p>Payment of dividends;</p> <p>Convening of AGM; and</p> <p>Change of trusteeship.</p> <p>Court declined the application based on performance of the TWMTB in increasing revenue, has instigated new management and insufficient support (1-2%) for removal of trusteeship. Tama went on to add that the test of good performance is a dividend payout by responsible Trustees.</p>	
Chairman Report		
	<p>Mr Chairman read his report verbatim</p> <p>Matters Arising</p> <p>General Manager (GM)</p> <p>Jack McGarvey questioned the process by which the GM was appointed, asking if the position was</p>	

advertised. Hemana added whether the GM is employed by the Board or partially TMOT.
Mr Chair addressed the issues around the GM. He informed the hui that the recruitment process for a General Manager was:

an advertisement was placed in the newspaper;
11 applications were received;

Resulting in an appointment being made by Trust Board's admin committee.

Mr Chair continued his explanation stating that the GM is an employee of the Board and the Board is the responsible Trustee of TMOT, therefore she and the management staff provides administrative & operations support to TMOT through the Board.

Strategic Plan for TMOT

Tu Waaka questioned the purchase strategy of the Board expressing his concern of a purely land based investment strategy given the current recession and the drop in milk prices. Both Tu and Hemana spoke of the need for the Board to develop a strategy for TMOT and they went on to advise the Board to investigate alternative investment options and potential.

Marie Stewart informed the Hui that she was speaking as a beneficial owner and wanted to add her concern for the management of the farm. She questioned the plan to expand the farm to 2000 cows and if the farm was large enough to cope.

Mr Chair addressed their concerns and stated that he agreed, a strategic plan is needed and he advised that the Board would take care of this issue.

Consultation

Hemana informed the Board that he felt there was a lack of consultation on the Board's part with the beneficial owners. He spoke about the large debt that TMOT now has and the fact that there will be no dividend payout. He advised the Board to consult with the owners before making decisions that impact significantly on the beneficial owners.

AGM Reports

Tama advised the Hui that future AGM reports need to be forward thinking rather than covering the year before. He also informed the Hui that he felt the reports were not given early enough to allow due consideration. He added that Court was the only option as there are too many members on the Board with most of them not actually being shareholders in TMOT.

Clarification of Representation

Peho questioned who Tama spoke for as he is not an owner in TMOT and he is a Board member. He continued by asking about the validity of Tama's proxies. Peho's questioning was supported by a number of the attendants with Mr Chair asking Tama to clarify his representation.

Tama informed the Hui that he had proxies on behalf of others for voting purposes and that he spoke for those beneficial owners.

Waiohau Access Issues

An attendee of the hui informed the Board that there was still access issues to the forests on the Waiohau

side and asked what the Board was doing to rectify the access problem
Mr Chair informed the Hui that the access issues were yet to be resolved.

Mr Chair asked if there were any more matters arising. There were none. Mr Chair sought acceptance of his report. The following motion was moved:

Resolution: That the Chairman's report is received by the AGM.

Moved: Mary Williams

Second:

Passed Unanimously

Financial Report

Financial Report:

Glenn Hawkins of GHA Accountants, Rotorua presented the financial report for TMoT.

Power Point Presentation:

Glenn informed the hui that he needed to clarify that the annual accounts included in the Annual Reports are draft only not final as the Annual reports were printed and distributed before the final accounts were completed. Bill Kingi was unable to complete the audits for TMoT this year so Fred Cookson from Opotiki completed the audit at short notice. He has extensive farming knowledge we are lucky to have his assistance. The transition from T B Nikora to GHA Accountants of TMoT financial records was extremely difficult which caused the delay in getting audited accounts completed to June 2009. I am therefore explaining accounts today that T B Nikora completed, but am happy to take questions anyway.

Presented Sources of Income & Sources of Expenditure by power point (from audited accounts).

Glenn continued to inform the hui outlining that TMoT asset base is currently worth 25.4 million, an increase from last year due to the purchase of Hatupere South Dairy Farm.

Discussion:

Hemana: Why do the accounts show no income from maize in the current year but 68k income from maize last year?

Vern: His Trust has not been paid for maize grown last year & has an invoice for 10 thousand (tabled)

Hana: Trust is reviewing its need for additional feed and instead preferring to grow its own feed on its own paddocks.

Chair: There is an issue with whether your block actually had a written agreement with the Trustees.

Vern: Yes we did have an agreement and what we are being offered in the new agreements is minimal to what we should be getting and is the current market rate for our block.

Jono: Maize grown on that block was surplus to our farm requirements. We are not in need of that block and it is uneconomical to carry on with leasing a block when maize is not required.

Glenn: TMoT has overdrawn end of year balances.

Vern?: Has the farm insured the cows?

Kapi: We currently have insurance with PG Wrightson.

Glenn: The insurance is not normally covered in the audited accounts.

Glenn: TMoT has current liabilities of 5.1 million, repayable in 5 years at 6.5% interest, which is a very

good agreement for borrowing. Prices of milk are affected by the global recession, prices are volatile all round at the moment with forestry and livestock prices shift as well. Therefore the Trustees have made a wise decision to pay their debt and not to pay dividends.

Hemana: Why is dividend payments to September 09 included in the 09 accounts then? Beneficial owners need to be clear they will not receive a dividend for 3 years because the farm debt will be paid instead.

Glenn: It shows on the accounts as at the EOY, dividends were to be paid. Decision not to pay dividends was made in September 09.

John Mika?: Why are the forestry expenses recorded in the farm working account?

Glenn: Expenses are recorded separate but operational costs are combined in the accounts

Marie: The farm & forestry costs should be separated

Chair: Need to clarify this issue with previous accountant

Hemana: I notice there are a number of costs which have increased this year which I am concerned about. Admin expenses increased from 40k to 60k. Accountancy & Secretarial Costs have increased from 25k to 27k. Forestry consultant and legal costs have also increased significantly this year.

Chair: The increased costs all relate to T B Nikora's costs. They are not the new administration costs as these occur after June 30 09. An explanation is needed from T B Nikora for the increased costs.

Tama: The Trustees need better financial planning; we are not getting new accountants reports directly. We should hand everything over to him and he should report directly back to Trustees.

Glenn: It has been a difficult transition from T B Nikora to GHA Accountants. Accounts have been handed over randomly and drip fed at best. We are preparing a budget for TMOt next week and will be in a better position now that the transition is complete to provide the Trustees with better information about their financial position.

Frank: We need to have an investments strategy prepared.

Paki: We pay \$20k interest per month and are not currently reducing the debt. How do the Trustees intend to pay off the 3.9 million debt?

Hemana: Debt reduction plan and forecasting is needed. This should be identified in the strategic plan.

Motion: That the audited accounts of Te Manawa o Tuhoe for the financial year to June 30 2009 be received.

Moved: Cliff **Second:** Bill
Passed

Motion

John Mika: What is the timeframe to get the strategic plan completed?

Chair: The Board is convening a strategic planning workshop in Jan 2010 and will post a draft strategic plan on the website once it is completed to the satisfaction of the Trustees.

Tu: Trustees need to consult with beneficial owners on the strategic plan

Chair: Consultation will be undertaken by the Trust Board

General Manager Report

The GM presented her report which included the Farm and Forestry reports and outlined the following:
 Thanked former Trustees & advisors for their foresight in establishing TMOt as an amalgamated block.
 2009 AGM meets Trust Deed and Maori Land Court compliances (quorum, notice, date held).
 Future improvements to the administration and operations of TMOt are needed.
 Owner's obligation to understand components of Trust Deed & ensure compliance to it.
 Board has established a separate section on Trust Board's website for all TMOt communications.
 Regular newsletters are sent to those who we have email addresses for.
 Registration and voting procedures used in today's meeting sourced from the Trust Deed and advice from Maori Land Court Staff.
 Difference between Advisory & Responsible Trustees –see Trust Deed definitions
 Refer to Court minutes Maori Land Court Nov 2008 re H. Waaka application for Court's direction on the 2009 AGM meeting requirements & Judge's ruling on application to change of trusteeship of TMOT.
 Te Puni Kokiri official in attendance to assist with scrutinising the AGM voting procedures.
 The Trust's advisors include Glenn Hawkins, Accountant, Fred Cookson, Interim Auditor, East Brewster, Lawyers, National Bank, Karamea Chris Insley, Forestry Consultant and Dave Morgan and Jonathon Mason, Interim Farm Advisors.
 Introduced Trust Board Staff & their roles to assist Trust Board with operations & administration support.
 Beneficial owners need to register with the Trust Board to ensure contacts are updated.
 Currently reviewing strategic planning needs & investment strategy development
 Our advisors (Chris Insley & Taari Nicholas) provide our Trustees with strategic & investment advice and our interim farm advisors (Dave Morgan & Jonathan Mason) are assisting the Trust Board with the transition to a more hands on management of Hatupere farm.

Matters Arising:

Return of Trusteeship to Beneficial Owners

Marie expressed a desire to have the trusteeship of TMOT returned to the beneficial owners, adding that she represented her whanau and that they were concerned about the possibility of their assets being transferred to the new settlement entity.

Mr Chair informed the Hui that there was no predetermined expiry date for the Board or their continued trusteeship of the land trusts.

Tangiora expressed concern over the desire of some attendees to have the trusteeship of TMOT returned to the beneficial owners due to uncertain capability.

Cliff Akuhata addressed the Hui and offered reassurance that TET do not want to take over TMOT's assets.

Staff

Hakeke questioned the salary amounts of the management's staff.

Aubrey reiterated that like the GM the staff is employees of the Board and not TMOT directly.

Tama informed the Hui that he could manage the entire Board's business by himself and that there was no need for all the staff.

Tangiora opposed Tama's suggestion stating that it was problematic and that the qualified staff was what was needed.

Vern expressed concern over the qualifications of the GM and the Commercial Investments Manager. He sought clarification of their qualifications.

Mr Chair addressed Vern's concerns and reiterated to the hui that the staff are employees of the Board, their appointments are based on market recruitment practices; the Board advertised and recruited Irene from 11 applicants. She is a qualified lawyer, but does not hold a current practising certificate as she is not practising law / working for the Board. All Staff appointments were made on the same basis.

Deliverance of Reports

Hemana requested that future reports be presented by the advisers.

Kirituia supported Hemana and added that the communication process of these reports needed to be improved.

Review of Trust Deed

Pita informed the Hui that the trust deed was set up in 1952 and advised the Board to review and update the trust deed. Pita requested a motion be moved to review the Trust Deed.

Tama stated there was a need for an annual plan.

Strategic Plan

A number of beneficial owners reiterated the need for a strategic plan for TMOT.

John Mika questioned the timeframe for the completion of the strategic plan.

Aubrey informed the Hui that the Board was undertaking to hold a strategic planning workshop in early 2010.

Tu stated that the beneficial owners needed to be consulted and have input into the strategic plan.

Mr Chair advised that consultation would be undertaken by the Board.

Mr Chair asked if there were any further matters arising from the GM's, forestry or farm report. There were none.

Mr Chair requested the Hui receive the report's which resulted in the following resolution.

Resolution: That the General Manager's, forestry and farm reports be received

Moved: Aubrey

Second:

Resolution Passed

Advisory Trustees

Election of Advisory Trustees

Mr Chair informed the Hui that the current Advisory Trustees were John Mika & Boy Biddle. He added that the other recorded advisory trustees were deceased.

Process of electing Advisory Trustees

Mr Chair informed the hui that the process for election was:

Nominations would be received;

Nominees would accept their nomination

Only 5 advisory trustees would be needed so an election would occur if there were more than 5 nominees.

Nominations

The following nominations were made:

Tama Nikora was nominated by Marie and Kapi. There were a number of concerns from the Hui. Mr Chair questioned Tama as to his intentions and whether he intended to step down as a Trustee to become an advisory trustee as he could not be both.

Tama declined the nomination for advisory trustee

Nominee	Nominators
Hemana Waaka	(Tangiora / Peho),
John Mika	Tame/Kapi
Merianne White	Hemana/Tu
Mihihea Davies	Hemana/Hine Khane
Te Rarawa Tumoana	Tu/Buddy
Aubrey Kohunui	withdrew

There were six nominations but Aubrey Kohunui declined his nomination.

Mr Chair asked if there were any further nominations. There were none.

Mr Chair declared Hemana, John, Mihihea, Merianne and Te Rarawa the duly elected advisory trustees to be submitted to the Māori Land Court for ratification.

Hemana expressed to the successful advisory trustees a desire for those who were appointed to be committed and make sure that they do have the time to participate.

General Business**Waiohau C26**

Aubrey Kohunui informed the Board that the Hiki whanau never received the payment of a promised \$15,000. He continued by stating that the whanau wanted their money in the form of a cheque by the end of the Hui.

Aubrey informed the Hui that in 2003/4 negotiations began between the TWMTB and the Hiki whanau for access across Waiohau C26 for TMOT forestry operations. The negotiations included promise of a payment from the Crown to the Hiki Whanau of \$15,000 for reimbursement of consultation meeting costs.

Tama advised Aubrey speak to East Brewster.

Aubrey stated his whanau were no longer interested in dealing with lawyers.

Mr Chair apologies to the Hiki whanau for his lack of knowledge of the situation. He stated that as Chair of the Board he has no knowledge of the agreement or who was involved in the negotiations on the Board's behalf. Mr Chair offered his sympathy and proposed that the previous Board's accountant, T B Nikora be contacted to ascertain the status of the money Aubrey claims is owed to his whanau.

Hemana informed the Board that the original agreement was to use Waiohau C26 as an access route for forestry operations however while the Hiki whanau were waiting for the lawyers answer on this offer, the Board brought C25 instead and ceased to want C26 for access.

Tama informed Aubrey Kohunui that wished he could help the Hiki whanau but he has no power to do so, anymore.

Aubrey Kohunui informed the Board that the payment was supposed to of come from the Crown and he questioned where has the money gone once the Board had received it from the Crown. Aubrey Kohunui moved a motion that Waiohau c26 be paid the \$15,000 owing to them.

The following motion was moved with the following resolution resulting:

Resolution: That Waiohau c26 be paid the \$15,000 it is owed

Moved: Aubrey Kohunui

Second: Tane Turei

Passed Unanimously

Voting Procedures as a Whanau Trust

Bryce Morrison expressed concern over the voting process adopted at the Hui. He stated that he is the Chair of their whanau Trust but was unable to vote. He informed the Hui that he spoke on behalf of his whanau and he will participate in the voting no matter what.

Kirituia supported Bryce's korero stating that the process was going by Pakeha rules.

Tūhoe Environmental Management Matters

Paki informed the Hui that Tuhoe Putaiao Trust undertakes forestry contracting, environmental monitoring & archaeological sites. He questioned whether these matters sit with the Advisory Trustees of TMOT?

Kapi stated that Waiohau sites must be monitored by Waiohau.

Employment Opportunities

John Mika addressed the Hui and expressed his thanks to TMOT for the opportunity to contract for work. He added that clauses needed to be added in other forestry contracts to engage Tūhoe companies.

Te Puna Wai Tavern

Hemana put it to the Board that they purchase TMOT's shares in Te Puna Wai.

Mr Chair suggested TMOT purchase the Boards shares.

Marie advised the Hui that Te Puna Wai was a good investment but not now.

Trusteeship of TMOT

Hemana put it to the Hui that the Board be removed as trustees and TMOT be returned to be managed by the beneficial owners. He advised the Hui that the Board should be removed upon the follow reasons:

There is a political split within the Board and it is not competent to manage TMOT;

The Board members are litigating against themselves;
Financial reports show admin, accounting & consultants costs are very high;
GM report dictates to us not demonstrates how to get us out of debt.
There is no dividend payout this year.
He put the following question to the Hui:
Is the Board reliable?
What is the cost to deliver us out of the current debt?
Was it a prudent investment? Maori Trustee is an option.
There is turmoil within the Board and we do not want to pay costs of Staff & Board anymore. No strategic plan.
Hemana moved a motion to remove the TWMTB from the trusteeship of TMOT.
Tangiora warned that the beneficial owners needed to build their own capability before removing the Board and expressed distaste at transferring trusteeship to the Māori Trustee.
Aubrey Kohunui advised the Hui to utilise the advisory trustees over the next 3 years to build their capability to manage TMOT alongside the Board for an eventual take over as actual trustees of TMOT.
Tama informed the hui that he saw the amalgamation as having been greatly foresightful and added that he supported a motion for the beneficial owners to take control of their assets.
Mr Chair put the motion to the floor for voting. The following resolution resulted:

Resolution: That the Tūhoe Waikaremoana Māori Trust Board be removed as responsible trustees of Te Manawa o Tūhoe

Moved: Hemana Waaka

Second: Tama Nikora

Resolution Passed

The GM offered clarification around the process to remove a trustee. She advised that there were 3 standards which the MLC have already outlined in the H. Waaka Nov 08 application. They are;
Requirement for 75% beneficial owners agreement or 75% of representative shareholding;
The responsible Trustees must agree; and
There must be a demonstration that the Trustees have caused the Trust to suffer significant financial loss.

Mr Chair asked if there were any further matters for general business. There were none.

Nga Mihi

Mr Chair thanked the marae for hosting today's Hui. He included a mihi to the beneficiaries for the discussion, to the ringawera for the wonderful hospitality and to the Board staff and members.

Ponty Hauwaho conducted the closing Karakia.

Hui closed at 4pm.

Karakia:

Signed:

Tokawhakea Temara
Chairperson

Draft Minutes for Board Consideration