

Board Decision Paper #010426A – Tapuika Iwi Authority

Ki te Poāri o Tapuika Iwi Authority

Te Rā o te Hui:

1 April 2026 - 6 pm – 7 pm

Nā:

Te Hingatū Marsh – Kaiwhakahaere Matua - GM

Ingoa:

SGM Resolutions & Date setting for ratification.

Kia whakarite (For Decision)

1. SGM Resolutions & Date setting for ratification

Approval of SGM resolutions for changes required to Trust Deeds TIA & TOA and date set for SGM hui. These changes need to be completed before the end of July 2026.

2. Purpose of the Paper

This paper seeks approval from the Board to proceed with the SGM resolutions & various changes required to the TIA and TOA Deeds as part of the Māori Fisheries Amendment Act (MFAA) responsibilities.

Proposed MFAA Implementation Year 2 (July 2025–26 July 2026)

Workstreams	Q4 24–25 FY July – September	Q1 25–26 FY October – December	Q2 25–26 FY January – March	Q3 25–26 FY April – June	Q4 25–26 FY 26 July 2026
MFAA enactment, effective dates					All provisions of MFAA become effective
Transfer of AFL shares	AHCs prepare to receive shares				Shares allocated and transferred to AHCs
AFL Board appointments	Consult iwi on proposed process	Proposed appointment process finalised	AFL appointment process approved by shareholders (TOKML)	Appointment process incorporated into AFL constitution	New AFL appointment process comes into effect
Te Ohu Kaimoana Board appointments	Consult iwi on proposed process	Proposed appointment process finalised	AGM for shareholders (MIO) to approved the Te Ohu Kaimoana appointment process	Appointment process incorporated into Te Ohu Kaimoana Trust Deed and constitution	New Te Ohu Kaimoana appointment process comes into effect
Te Kāhui o Te Ohu Kai Moana: • Trust deeds and Constitutions updated • Operational changes	Develop relevant policies and processes for Te Ohu Kaimoana and AFL	Finalise relevant policies and processes for Te Ohu Kaimoana and AFL	Shareholders approve amendments to Te Ohu Kaimoana Trust Deed and Te Ohu Kaimoana/AFL constitutions	Administrative updates, new policies and processes incorporated into Te Ohu Kaimoana Trust Deed and Te Ohu Kaimoana/AFL constitutions	Te Ohu Kaimoana, AFL, Tapuwae Roa and Te Wai Māori Trust Deeds and/or Constitution amendments take effect
MIO: • Constitutional updates • Operational changes	All MIO commence update of constitutional documents and implement any operational changes (where applicable)	All MIO continue update of constitutional documents and implementation of operational changes (where applicable)		All MIO constitutional documents updated to reflect legislative changes	All MIO constitutional amendments take effect
Iwi engagement	Wānanga on board appointment options Monthly pānui update	Monthly pānui update	Te Ohu Kaimoana AGM	Monthly pānui update	Pānui confirming all legislative amendments are in place and take effect from 26 July 2026

3. Executive Summary

The proposed changes and SGM Resolutions are summarised in Appendix A. These were presented to the Board on 21 February 2026 meeting. Before ratifying these resolutions there were some queries raised 21FEB26 BOT hui (see extract from 2.2 minutes below).

2.2 SGM Resolutions

Query – The resolutions don't include Ngāti Kuri's request around how casual vacancies are filled – hapu decision rather than iwi.

Query – The trustee numbers don't look correct – there are 2 Trustees per hapu (8), plus up to 3 co-opted skills-based Trustees.

Co-opted skills-based Trustees

The Trustees want more clarity around what they are there for and what they can and cannot do.

Up to 3? Length of term? Role - advisory only? Do they get full voting rights? Desired skillset?

The Trustees should send any concerns or queries to the GM as soon as possible so that he can include them in his discussions with Helen Nathan.

4. Analysis/response

2.2 Q1 Response: Provisions already exist in **TOA Deed 14.5** which allow for Hapū decision around appointment of casual vacancies.

14.5 Casual vacancies:

(a) Should:

- (i) There be no person elected to replace a Trustee following that Trustee's retirement; or
- (ii) Any casual vacancy arise prior to the expiry of any Trustee's term of office;
- (iii) then that vacancy may be filled by appointment by the Trustees for the period of the end of the vacant. Term. Where the vacancy is a hapū or Taurahere representative position, any appointee must be representative of the relevant hapū or Taurahere district and the trustees must consult with the affected hapū or district before making any appointment.

- (b) Notwithstanding any other provision in this deed, in the event that appointments over time fail to maintain an appropriate rotational programme, the Trustees may reduce the term of any appointee to a casual vacancy to re-establish an efficient and appropriate rotational practice as required.

2.2 Q2 Response: Currently there is provision in the **TOA Deed Second Schedule 1.0-2.5** which allows for a minimum of 5 and a maximum 11 Trustees. The minimum for quorum is 1 Hapū rep (from each marae =4) plus 1 Taurahere = 5 minimum.

1. **Procedure**

1.1 **Appointment of Trustees**

- (a) The Trustees shall be elected in accordance with the rules and procedures set out in this Schedule.
- (b) Each Trustee shall be elected as a Trustee to represent the interests of all Tapuika

1.2 **Trustees:**

(a) **Number of Trustees to be limited:**

There shall be not more than 11 and not less than 5 Trustees at any one time.

(b) **Initial Trustees**

The Trustees holding office as Trustees of the Tapuika Iwi Authority at the date this deed is executed shall be the initial Trustees under this Deed.

(c) **Trustees to be nominated by hapu and Taurahere:**

There shall be a maximum of two trustees at any time from nominees of each of the following hapu:

Ngati Kuri;

Ngati Marukukere;

Ngati Moko; and

Ngati Tuheke.

There shall be a maximum of one Trustee at any time from nominees of Taurahere residing north of Te Takapu o Tapuika in the North Island of New Zealand.

There shall be a maximum of one Trustee at any time from nominees of Taurahere residing south of Te Takapu o Tapuika in the North Island of New Zealand.

The fact is that the SGM Resolutions are looking to remove Taurahere seats and potentially fill these with Co-Opted Independent skilled based seats (up to 3 as determined by the Board). This would mean only 4 would be required to meet Quorum as opposed to the existing 5.

2.2 Q3 Response: Co-Opted Skills Based Trustees (COSBT) see Paper Attached in Appendix B. In summary, a Sub-committee will be formed who will be in-charge of recruiting and managing COSBT – any decisions around +/- voting rights could be delegated by the Sub-committee.

5. Options

Option 1: Approve all SGM Resolutions and set date for SGM Hui.

Option 2: Defer decision pending further funding confirmation (if so required).

6. Preferred Option & Rationale

Option 1 is the preferred option as it allows time for Operations to complete mail-out, give hui notice (28 days) & manage other tasks, while reducing the risk of missing the July 2026 deadline.

7. Risks and Mitigations

Risk: Contact Database details incorrect. **Mitigation:** Trying to find ways to update Address details. **Risk:** Changes to Deed to late. **Mitigation:** Seek to hold SGM in end of May.

8. Financial Implications

Estimated cost: \$10,000 for a Staff time & consumables to manage Ballot & SGM hui costs.

9. Legal / Compliance Considerations

The changes must align with MFAA requirements for MIO to be compliant.
No other major compliance issues anticipated.

10. Implementation Plan

Phase 1: Approve SGM Resolutions (current).

Phase 2: Advertise SGM date/venue & Resolutions (April).

Phase 3: Prepare all documentation for mail-out & Posting on Password accessible Website.

Phase 4: Arrange venue/catering.

Phase 5: Review & Assess post-SGM to look to make any improvements for next time.

14. Consultation and Engagement

Engagement has occurred with hapū representatives, marae committees, kaumatua, and environmental working groups.

15. Recommendation(s)

That the Board approves

Option 1: Approve all SGM Resolutions and set date for SGM Hui on May.

16. Appendices

Appendix A: SGM Resolutions and Decision Tree for Considering Changes to the TOA and TIA.

Appendix B: JB Morrison Opinion - Co-Opted Independent Board Memembers

Appendix C: Co-opted Board Members – Purpose, Appointment Method, Voting Rights.



MEMO

DATE 14/01/26

TO: Registered Tapuika Iwi Authority Adult member
FROM: Te Hingatu Marsh Tapuika Iwi Authority
RE: TIA and TOA Trust Deed Changes February 2026

Tapuika Iwi Authority (TIA) is looking to make several strategic changes to both Tapuika Iwi Authority Trust (TIA) Deed and Tapuika Oranga Ake (TOA) Trust Deed. The first of these are focused on TOA changes required as part of the Māori Fisheries Amendment Act 2024. The other TIA changes involve replacing the Taurahere seats with Independent skills based Trustees to serve on the Board.

The summary of these changes are.

Overview:

Tapuika Oranga Ake (TOA) Changes

- Replacing the Taurahere (3) seats with up to 3 independent skills-based governors to build capacity.
- Seven changes needed to remain compliant and consistent with recent changes in the Māori Fisheries Amendment Act 2024 (MFAA).

Action Required

- Needs to go to TOA SGM for vote by iwi members. Requires 75% threshold with vote
- Needs to go to TOA SGM for vote by iwi members. Requires 75% threshold with vote

Tapuika Iwi Authority (TIA) Changes

- Reflect the change in numbers caused by the removal of Taurahere elections (in TOA) and allows the trustee to appoint independent governors onto the board to build capacity.
- Update references to TFT (Tapuika Fisheries Trust) to Tapuika Oranga Ake (TOA) Trust.

Action Required

- Needs to go to TIA SGM for vote by iwi members. Requires 75% threshold with vote
- Needs to go to TIA SGM for vote by iwi members. Requires 75% threshold with vote

To ensure you are fully informed about how these changes have come about – we have included a Decision Tree document to show you how the current Board arrived at these changes. We have also included the Māori Fisheries Amendment Act 2024 (MFAA) Summary Details, to help explain how these changes have been arrived at for every Mandated Iwi Organisation (MIO).

If you have any further queries or need to more information, please contact me directly – I will do my best to cover off any potential gaps or find the right people to get the right explanations.

Ngā mihi,

A handwritten signature in black ink, appearing to read "Hinga Marsh".

Te Hingatu Marsh – hinga@tapuika.iwi.nz

Tapuika Iwi Authority

TAPUIKA IWI AUTHORITY TRUST- RESOLUTIONS TO AMEND DEED

Name _____ ID Number _____
Address _____
Address _____
Address _____
Address _____
City _____ Postal Code _____

Voting Paper

YOU CAN VOTE IN ONE OF TWO WAYS: POST OR BALLOT BOX

POSTAL VOTING INSTRUCTIONS - Post the completed voting paper with completed registration form attached to the Returning Officer in the Freepost envelope enclosed so **that it reaches the Returning Office by 3.00 pm on the day prior to the SGM.** (You can also return the voting form electronically if you received it electronically by returning to the sender address by the same closing time)

BALLOT BOX VOTING INSTRUCTIONS - Place the completed voting paper with completed registration form attached in the ballot box at the Special General Meeting held at _____, Te Puke on _____ 2026 at _____ am.

VOTING INFORMATION

1. There are 2 Resolutions to vote on. 2. Further details on the resolutions are included in the Voting Information Pack. 3. Place vote by placing a "✓" in ONE box for each of the resolutions. 4. Completed voting papers **must be in the hands of the Returning Officer by 3pm on the day prior to the SGM** if not being placed in the ballot box at the meeting. This is when voting closes. 5. If your voting papers or registration form is damaged or lost, contact the Tapuika Iwi Authority office working hours for assistance

VOTING PAPER

SPECIAL GENERAL MEETING RESOLUTIONS 1 & 2 Place a "✓" in ONE of the boxes below

		Yes / Āe	No / Kao
1	Approve changes to the TIA Deed summarised as follows: 1. Update references of Tapuika Fisheries Trust to Tapuika Oranga Ake Trust 2. Adjust Trustee numbers on removal of Taurahere trustee positions and elections without requiring change in the number of shares 3. Enable Trustees to co-opt Independents to the Board to build capacity.	<input type="checkbox"/>	<input type="checkbox"/>
2	Approve changes to the Tapuika Iwi Authority Trustee Limited Constitution summarised as follows: 1. Update constitution of the Trustee company for TIA to be consistent with the changes to the TIA Deed 2. If a director does not sign their resignation or share transfer when they cease to be elected to be a director, then that can be done for them.	<input type="checkbox"/>	<input type="checkbox"/>

Signature of Voter

PRINT Name of Voter

TAPUIKA ORANGA AKE TRUST- RESOLUTIONS TO AMEND DEED.

There are 2 pages included herein with this VOTING BALLOT – please turn over page to sign.

Name _____ ID Number _____
Address _____
Address _____
Address _____
Address _____
City, _____ Postal Code _____

Voting Paper

YOU CAN VOTE IN ONE OF TWO WAYS: POST OR BALLOT BOX

POSTAL VOTING INSTRUCTIONS - Post the completed voting paper with completed registration form attached to the Returning Officer in the Freepost envelope enclosed so that it reaches the **Returning Office by 3.00 pm on the day prior to the SGM.** (You can also return the voting form electronically if you received it electronically by returning to the sender address by the same closing time)

BALLOT BOX VOTING INSTRUCTIONS - Place the completed voting paper with completed registration form attached in the ballot box at the Special General Meeting held at _____, Te Puke on _____ 2026 at _____ am.

VOTING INFORMATION

1. There are **3 Resolutions** to vote on. 2. Further details on the resolutions are included in the Voting Information Pack. 3. Place vote by placing a “✓” in ONE box for each of the resolutions. 4. Completed voting papers **must be in the hands of the Returning Officer by 3pm on the day prior to the SGM** if not being placed in the ballot box at the meeting. This is when voting closes. 5. If your voting papers or registration form is damaged or lost, contact the Tapuika Iwi Authority office working hours for assistance

VOTING PAPER

SPECIAL GENERAL MEETING RESOLUTIONS 1, 2 & 3 Place a “✓” in ONE of the boxes below

		Yes / Āe	No / Kao
1	To accept the proposed changes to the Trust deed to ensure compliance with the Māori Fisheries Act 2004 and the Māori Fisheries Amendment Act 2024, as summarised below: <ol style="list-style-type: none">Change from income shares to ordinary sharesMIO to direct the exercise of the rights of a shareholder in AFLSales of Quota restricted to inter iwi sales, with authorisation required by 75% vote of trustees of MIORestrictions on cross-over of representation on the MIO and AHC boards removedAnnual reports to include details of interactions with AFLAnnual plan to include a policy on the sale, exchange or acquisition of shares in AFLThese changes to be effective from 26 July 2026	<input type="checkbox"/>	<input type="checkbox"/>

That these 1-7 changes to the TOA Deed and consistent changes to the constitution of Tapuika Holdings Limited are for the collective benefit of all Members of Tapuika (this resolution being a requirement of the Māori Fisheries Act).

(PLEASE TURN OVER PAGE TO SIGN & COMPLETE VOTING)

2

To remove Taurahere trustee positions and elections.

Yes /
Āe

No /
Kao

3

That the changes to the TOA Deed and consistent changes to the constitution of Tapuika Holdings Limited are for the collective benefit of all Members of Tapuika (*this resolution being a requirement of the Maori Fisheries Act*)

Yes /
Āe

No /
Kao

Signature of Voter

PRINT Name of Voter

KEY:

-
- AFL = Aotearoa Fisheries Limited
 - AHC = Asset Holding Company (THL - Tapuika Holdings Limited)

 - MFA = Māori Fisheries Act 2004
 - MFAA = Māori Fisheries Amendment Act 2024
 - MIO = Mandated Iwi Organisation (TOA - Tapuika Oranga Ake).

 - SGM = Special General Meeting

 - TIA = Tapuika Iwi Authority
 - TOA = Tapuika Oranga Ake

Decision Tree for Considering Changes to the TOA and TIA Deeds and Companies

Required Deed Change	Justification / Details of change	Board Action	Resolution requirements
i) Update Tapuika Oranga Ake Deed			
1. Changes made to remain compliant and consistent with the Māori Fisheries Amendment Act 2024 (MFAA)	These changes reflect the change in the Māori Fisheries Act 2024 (MFA) and <i>will come into effect on 1 July 2026</i> . These are: <ol style="list-style-type: none"> 1. Aotearoa Fisheries Limited (AFL) shares change from Income shares to ordinary shares (referred to as AFL Shares) 2. Strategic Governance over AHC includes governance over exercise of shareholder rights in AFL 3. Sales of Quota held by AHC restricted to inter iwi sales, with authorisation required by 75% vote of trustees of MIO 4. Restrictions on make- up of AHC board removed. 5. Annual reports to include details of interactions with AFL 6. Annual plan to include a policy on the sale, exchange or acquisition of shares in AFL, if any. 7. Defer Date that changes relating to the Māori Fisheries Act will be effective to 26 July 2026. 	approve amendment	Goes to TOA SGM for vote by iwi members. Requires 75% threshold with vote held following the rules in the fourth schedule
2. To remove Taurahere elections	This implements the change indicated at the 2024 AGM. Trustee numbers then reduce to maximum of 8 and minimum of 4 Quorum still requires one trustee from each Hapū	approve amendment	Goes to TOA SGM for vote by iwi members. Requires 75% threshold with vote held following the rules in the fourth schedule

ii) Update the Asset Holding Company Constitution			
<ol style="list-style-type: none"> 1. TFT changed to TOA 2. Income shares change to AFL shares 3. No requirement for percentage of Trustees on the board 4. THL to act in accordance with Māori Fisheries Act and requirements of TOA constitution. 	Updated to reflect the changes to the Māori Fisheries Act:	To be approved by resolution of 75% approval by trustees of TOA	Does not need to go to member vote.
iii) Separate resolution required under Māori Fisheries Act	TOA must pass a resolution at a general meeting that the changes to the TOA Deed and AHC constitution are for the collective benefit of all members of the iwi.	Requirement of existing Deed and Māori Fisheries act. No trustee approval required	To be voted on at TOA SGM – requires bare majority does not have to follow process in schedule four but usually included in voting paper.
iv) Update Tapuika Iwi Authority Deed			
<ol style="list-style-type: none"> 1. Updates references to TFT to Tapuika Oranga Ake Trust 	Tidy up only since name change	approve amendment	Goes to TIA SGM for vote by iwi members. Requires 75% threshold with vote held following the rules in the second schedule (same process as TOA fourth schedule)
<ol style="list-style-type: none"> 2. reflects the change in numbers caused by the removal of Taurahere elections and allows 	These implement the changes indicated at the 2024 AGM and seek to build board capacity / capability.	approve amendment	Goes to TIA SGM for vote by iwi members. Requires 75% threshold with vote held

the trustee directors to co-opt others onto the board to assist to build capacity			following the rules in the second schedule (same process as TOA fourth schedule)
v) Update TIATL constitution (the corporate trustee of TIA)			
<ol style="list-style-type: none"> 1. Update name of TOA 2. Share numbers do not need to equal number of elected trustees, avoids cost in updating 3. Elected trustees of TOA cease to be a director when they are no longer a trustee of TOA – if they do not provide their written resignation and share transfer form when they leave, that can be done for them – 4. Elected Directors can co-opt others to Board to build capacity. 	Update to make consistent with TIA Deed and for efficiency:	Approve amendments	Special resolution of shareholders required. To be passed at meeting of members of TIA. Does not have to be postal vote but can be included in the voting paper.

Considerations

- Two key changes are being considered requiring altering our four constitutional documents: the TOA & TIA Deeds and the constitutions of TIATL and the Asset Holding Company.
- One set of changes relates to the amendments in the Māori Fisheries Act 2024. These will come into effect on 1 July 2026, so are not necessarily urgent but can be passed now so that all changes can occur together.
- The other relates to a) the removal of the three taurahere seats and b) their replacement by coopted members (both signalled at the 2024 AGM confirmed at the Board meeting of 23 August 2025). These changes are intended to increase fairness, effectiveness and build Board capacity. This is a comparatively more urgent matter.
- TOA Deed and AHC changes require approval from Te Ohu Kaimoana. TIA changes don't.

Next steps

- The TOA and THL documents must go to TOKM for approval. Should not take long as TOKM is doing this for all MIO.
- The intended Deed changes require a dedicated Special General Meeting (SGM) for the trust and a 75% approval of participants.
- The Guardian Trustee (TIATL) changes require a special resolution passed by the shareholders at a meeting of the TIA members (ie a SGM)
- The Māori Fisheries Act changes also need an ordinary resolution of members passed at the SGM that the changes are for the collective benefit of the Iwi.

A postal voting option is required to be available for changes to TIA and TOA deeds. From a practical perspective, it will be cheaper to run the Deed changes at a single SGM called for both Trusts with all changes in the same voting pack. This can be done together as a clause has been added to the TOA deed the MFA changes will only take effect in July 2026 even if the deed is passed earlier.

After changes approved

One the changes are approved the documentation needs to be registered as follows:

TOA and THL documents confirmed to TOKM

TOA – registered with Charities Services and Companies office (for incorporated charitable trust boards)

THL – registered with Companies office

TIA - no registration required

KEY:

AFL	= Aotearoa Fisheries Limited
AHC	= Asset Holding Company (THL - Tapuika Holdings Limited)
MFA	= Māori Fisheries Act 2004
MFAA	= Māori Fisheries Amendment Act 2024
MIO	= Mandated Iwi Organisation (TOA - Tapuika <u>Oranga Ake</u>).
SGM	= Special General Meeting
TIA	= Tapuika Iwi Authority
TOA	= Tapuika <u>Oranga Ake</u>

NOTE: THL has never been registered as a charity – despite its constitution saying that it must be charitable. Previously that was going to happen so that THL can be part of a charitable Group with TOA and be exempt for income tax. Suggest you follow up with accountants to check if that is still needed. (Previously THL was in fact acting mainly as the commercial arm for TIA which is not charitable, which meant that the registration could not occur. That was to be stopped for that reason.

APPENDIX B:

JB Morrison Opinion.

Helen Nathan has responded to all your queries (in email below).

Basically, once Resolutions are passed, & you have amended the TIA Deed to include the following clause **3.3 (e)**, into the TIA Deed as elected TIALT, you have the powers as recorded in Helens blue font replies below then you can determine tenure/roles/powers of Co-Opted Independents to the Board.

3.3 Powers of Trustees

(e) “The Board members of TIATL who are the persons elected as Trustees of Tapuika Oranga Ake Trust (the Elected Members) may jointly appoint or remove other persons to the Board of TIATL who are not Elected Trustees, but who have identified skill sets and/ or experience or knowledge that the Elected Members consider would assist the Board with growth and capacity building for the benefit of Tapuika Iwi Authority. Such appointments may be for a maximum of one year each but with the ability for reappointment for subsequent terms and otherwise on such terms as the Elected Members think fit. Each such appointment must be disclosed to the members of Tapuika Iwi Authority at each AGM”

From: Te Hingatu Marsh <hinga@tapuika.iwi.nz>
Sent: Wednesday, 25 March 2026 6:23 PM
To: Helen Nathan <helen.nathan@jbmorrison.com>
Subject: Co-opted Independents (Col's)

Kia ora Helen,

Can you please give an indication of what the best process maybe for managing Co-opted Independents (Col's) onto BoT.

The BoT meets again on 1 April - are you able to answer the following -

1. Who appoints Col's. – **elected board members (the trustees that have been voted in)**
2. What are the roles of Col's. – **They will be Directors of the Tapuika Iwi Authority Trustee Limited - alongside elected members. (So they are on the TIA board and not the TOA board. I previously suggested you could call them a committee for TOA if you wanted their input at a TOA level, as committee members do not have to be elected.**

3. What are their voting rights of Col's. Same as other directors on TIATL, as they are co-opted to the board. If they are a committee of TOA they do not get to vote on TOA as only elected trustees vote for TOA
4. What areas (skills) are we may be looking for. - I don't know what it was that the board had in mind when they asked for this to happen. The clause refers to skill sets and or experience or knowledge that the elected board members think would assist with growth and capacity building. Perhaps someone with a lot of governance experience, or financial/ investment experience. You might also target people with experience in an area of focus for the trust at any particular time. For example if you were doing property development, COI who had experience in that field may be of assistance.
5. Do they whakapapa to Iwi or not is that an issue? Nothing is provided for a whakapapa link, so they could be anyone. That would be for the elected board members to consider.

The Board could adopt a policy to provide extra rules around any of these matters, to reflect what it is that the board actually wants to do. That policy could also introduce restrictions about who can be appointed – such as only people who whakapapa to the iwi if they wanted to. That would only be a board policy, but whilst it is in place the Board should follow that. The Policy could also be shown to the SGM to show what the Board intends. I do not know what discussions occurred before the decision was made to have co-opted board members, but those earlier discussions might assist to create a policy.

APPENDIX C:

Draft Tapuika Iwi Authority Board Paper

Title: Co-opted Board Members – Purpose, Appointment Method, Voting Rights, and Term Limits

Nā Hākopa Tapiata, Pou Tūhono

Date: 26 March 2026

1. Purpose of the Paper

To seek Board approval for a clear and transparent framework governing the co-option of Board members, including appointment method, voting rights, and term limits, in a way that strengthens governance capability while upholding iwi mandate, tikanga, and whakapapa-based leadership.

2. Background

The Tapuika Iwi Authority Board is currently composed of elected trustees who are iwi members, strongly connected to the community, grounded in whakapapa, tikanga, and Tapuika values. This ensures cultural legitimacy, kaupapa alignment, and accountability to Tapuika whānui. From time to time, the Board also requires specialist expertise (commercial, legal, financial, regulatory, or strategic) to support robust governance and informed decision-making. Co-option allows this expertise to be added deliberately and transparently, without undermining the authority of elected trustees.

3. Proposal

That the Board adopt the following principles for the appointment and participation of co-opted Board members, including the consideration of the granting of full voting rights, subject to clear safeguards.

4. Role of Co-opted Board Members

Co-opted Board members are appointed to contribute specialist skills and experience, strengthen governance of complex matters, participate fully in Board discussions and decision-making, and uphold Tapuika values and tikanga Māori.

5. Voting Rights – Options Analysis

The Board is asked to consider the following options regarding voting rights for co-opted Board members.

Option A: Co-opted Board Members Have Voting Rights

Under this option, co-opted Board members participate fully in Board decision-making for the duration of their appointed term.

Advantages

- Enables specialist expertise to directly inform and shape Board decisions, particularly in complex commercial, legal, or regulatory matters.
- Strengthens collective accountability, with co-opted members sharing responsibility for outcomes alongside elected trustees.
- Supports cohesive governance by recognising co-opted members as full participants rather than advisors.

Risks

- Co-opted members are not elected by Tapuika whānui and do not carry iwi mandate or whakapapa-based authority.
- Potential perception of dilution of iwi voice if voting influence is not carefully bounded. This is less likely because of the current make up of the Board outlined in point 2.

Mitigations

- Fixed, purpose-specific terms
- Clear limits on role and authority
- Explicit confirmation that overall governance authority rests with elected trustees

Option B: Co-opted Board Members Do Not Have Voting Rights

Under this option, co-opted Board members contribute expertise and participate in discussions but do not vote on Board resolutions.

Advantages

- Preserves decision-making authority with elected, mandate-holding trustees.
- Clearly distinguishes between whakapapa-based governance and skill-based advisory input.
- Reduces cultural or reputational risk associated with non-mandated voting.

Risks

- Specialist input may carry less weight at the point of decision.
- Co-opted members may influence outcomes without shared accountability for decisions taken.

Summary

Both options support effective governance if applied with clarity and discipline. The key consideration for the Board is the appropriate balance between drawing on external expertise and maintaining iwi mandate, tikanga, and accountability to Tapuika whānui.

6. Preferred Method of Appointment

The preferred method for appointing co-opted Board members is:

1. Identification of Need

The Board identifies specific capability or kaupapa gaps.

2. Board-Led Selection

Candidates are identified by the Board (or delegated committee) based on:

- Relevant expertise and experience
 - Alignment with Tapuika values and tikanga
 - Ability to contribute effectively at Board level
3. Due Diligence
Conflicts of interest, independence, and governance fit are assessed.
4. Board Resolution
Appointments are confirmed by formal resolution, recording:
- Purpose of appointment
 - Voting rights
 - Term of appointment. This is typically 6 to 24 months. The Board may decide that if the experience / expertise is not filled by the usual election process, then the term could be for a full 3 years.

This ensures transparency, Board control, and accountability.

8. Recommendations

That the Board approves the framework and confirm the use of voting co-opted Board members subject to the safeguards outlined and receiving legal advice.