



**Minutes of the Tapuika Iwi Authority Group  
Annual General Meeting**

10:00 am Saturday 19th February 2022  
Held Online Via Video Conference

**Wā Timata:** 10:18am

**Karakia:** Hori Ahomiro

**TIA Trustees in Attendance:** Witeri Williams (Chairperson), Ataremu McNeill (Deputy Chair), Hori Ahomiro, Vance Skudder, Rawiri Biel, Lani Biel, Ashley Biel, Tamaku Hohaia, Jo'el Komene, Kramer Ronaki.

**Tapuika in Attendance:** Te Uarangi Teepa, Reokore Potiki, Alfred Potiki, Te Atatohea Biel, Ngarongokahau Tai, Frank Tai, Te Wheki Tai, Matthew Parata, Te Oriwaatawhai Tai, Julie Te Amo, Ngaire Dinsdale, Keri Te Amo, Hiria Te Amo, Helen Biel, Sapphire Peake, Hani Hiini, Bronwyn Hokianga, Ripeka Armstrong, Teuranga Waka, Roimata Waihi, Geoffrey Watene, Adrienne Maria Kerehi, Rereamanu Wihapi, Joshua Roberts, Jane Potene, Theresa McAllister, Harmony Roberts, Rina Kerei, Alyssia Paekau, Rutu Maxwell, Kowhai Ronald, Haami Te Aute, Jonelle McNeill, Diana McNeill, Amiria Hunt, Sam Hema, Donna-Marie Peters, Pia Callaghan, Sean Phillips, Rangimarie Te Amo, Mereana Te Pere, Helen Parker, Katie Le Roux, Portia Roberts, Julie Kathryn Aroha Beck, Teiwa Moko, Miranda Vincent, Mokoera Te Amo, Leilani Carroll, Tamaku Thacker, Richard Rewita, Shianne Tui, Hinematau McNeill, Nai Mullane-Ronaki, Tatai Takuira-Mita, Eden Biel, Paruhiterangi O'Callaghan, Kokiri Rota, Harmony Dinsdale, Vicki Hiini, Darlene Dinsdale, Tira Field, Tahī Kingi, Geoff Rice, Mikaere Hauraki, Diana Harrison, Raponi Wilson, Carol Biel, Wendell Jauod, Vanessa Macneil, Angela Dinsdale, Anahera Dinsdale, Arohanoa Biel-Nicholson, Waina Taiatini, Dean Hiini, Melanie Hiini.

**Manuhiri in Attendance:** Amy Sharrock, Findex (accountant).

**He whakamaumahara i ngā mate:** Muriwai Ihakara, Irihapiti Morehu, Barry Nicholas, Dennis Callaghan, Raymond Potene, Ngahoro Wihapi, Shiralee McQueen, Amy Thomas, Kahuawe Eruini, Arlaina Emery, Te Tapua Te Amo, Tamaku Hohaia, George Skudder, Teia Williams, Rotoiti Kingi, Te Aruhe Kingi, Hohepa Wheeki, Sheryl Maxwell.

**1. Apologies**

Huia Hanlen, Ray Wihapi, Moerangi Potiki, Waimaria Te Aute, Nohotu Tai, Ngā Whetu Tai, Ra Puata, Patuara Biel, Aquitania Holleran, Mereana Hauraki, Maxine Biel, Sophie Biel, Karen Skudder, Erana Skudder, Maika Te Amo, Matiu Tia Wilde, Rawiri Ngaupapa Faulkner, Hanita Dinsdale, Tania Kenney, Colin Biel, Kokiri Ronaki.

**Motion:** That the apologies are accepted.

**Moved:** Bryce Kihirini **Seconded:** Haami Te Aute **CARRIED**

**2. Annual Report 2021**

Chair Presentation

The Tapuika Iwi Authority Chairman presented the TIA Chair Report 2021, as published on the TIA website, the Chairman of Tapuika Holdings Limited presented the Tapuika Holdings Limited Report 2021, as published on the TIA website and the accountant Amy Sharrock (Findex) presented the audited Financial Statements for the year ending 30 June 2021 for both Tapuika Iwi Authority and Subsidiaries and Tapuika Fisheries Trust and Subsidiaries, as published on the TIA website.

The accountant noted the following points related to the TIA and Subsidiaries Financial Reports:

- That the auditor had no concerns to raise.



- That the auditor's management letter to the trustees noted great internal controls, that the Pūwhenua Forest Holdings annual accounts had not been finished prior to commencing the audit, which is noted for next year, he agreed with the trustees' decision to impair Waiū Dairy and it was also noted that there were no unadjusted errors.
- That Other Revenue (note 2) included income from iwi monitors and insurance recovery.
- That forestry revenue had not come in for this period and external contracts revenue relates to MOE.
- That external contract income was down and therefore costs related were also reduced compared to the previous year – if we do not have the contract, we do not incur the cost.
- That costs related to generating rent income were higher than the previous year due to required meth cleaning, 3 new ovens, costs to bring up to healthy homes standards, and \$65k depreciation.
- That there were no staff employed during the year and therefore a decrease in employee related costs.
- That administration expenses including legal fees and accounting fees were reduced.
- That trustee fees and travel were reduced due to holding less hui throughout the year and holding more hui online.
- That there was over a \$2m gain on residential properties in the last 2 year.
- That TIA ran at a \$32k cash loss, however, this is a significant improvement on prior years and was what the trustees were aiming for.
- That TFT has a positive cash bottom line of \$57k, meaning that as a group there was a cash profit of \$25k.
- That in terms of the Balance Sheet, there has been an increase in the overall asset base, although largely in relation to non-current assets and the goal is to increase current assets.
- That, in terms of liabilities, there is a loan that TIA owes TFT who owes ASB Bank which relates to the build of new residential properties, which TIA is now paying back interest and principal now that the properties are tenanted.

The accountant noted the following points related to the TFT and Subsidiaries Financial Reports:

- That the auditor had no concerns to raise.
- That the auditor's management letter to the trustees noted great internal controls, suggested that there is a separate set of accounts for THL (will incur additional compliance costs), that the trustees might like to look at having a valuation done for the fish quota as it is currently at the transfer value and is potentially understated (which will come at a cash cost), suggested having some more meaningful outputs to report to the iwi and that there were no unadjusted errors to advise.
- That there was a slight drop in fisheries asset return for the 2021 year, however, still strong when compared to 0.5% that would be achieved from bank interest.
- That the asset management fee relates to the costs associated with operating THL.
- That some trustees chose to donate their trustee fees back to TFT.
- That interest expenses relate largely to ASB.
- That the trustee fees were \$18k as compared to \$3k the previous year because they needed to reagree the fees and there was some tidy up of fees required.
- That total current assets are up on the previous year, however, \$50k is from the term deposit.
- That there was a \$57k cash profit in TFT.
- That there are \$592k worth of shares in Moana NZ.

#### Q&A

How much is being filtered to hapū and marae?



There have been no payments to hapū and marae over the last 3 financial years. This is due to multiple deficits it is prudent that we do not set the expectation that we will be paying out money and making the cash position worse. The intention is to get back into the black over multiple so that a distribution pool can be built.

#### How are we going with the forestry?

- The forestry asset is held up while we await the Ranginui Treaty settlement.
- There is a long-term lease on the forestry asset.
- We do have a collection of stumping funding. When the forestry sells something, we get a portion of that. They don't do it consistently from one year to the next. Forestry prices go up and down quite a lot.
- Rental received started at approximately \$8-9k and the valuation recently has allowed it to increase to approximately \$14k. That has been a recent change not reflected in the 2021 accounts.
- OTPP have the forestry assets at the moment. They have back paid on the updated valuations. We don't get a big say on the forestry asset for a long time. Forestry income didn't come when it normally comes in and was received after the audit started on 20<sup>th</sup> September at a total of \$8,960. In the 2022 accounts there is \$24k received, due to a payment of \$15k received in January 2022.
- Pūwhenua is a registered Company and has an excess of \$1m in trust but 45% is shared with Rangiwewehi.

#### Auditor Recommendations

- Due to the cost involved in a valuation of the fish quota, it should be left for the most opportune time or when we want capital from the bank.
- In terms of separate set of accounts for THL, there is the view that the auditor is conflicted in making this recommendation because he will be able to charge an additional fee to audit the THL accounts. It won't add any value to TIA/TFT/THL.

#### Succession Planning for Trustee Resignation

This will need to be completed and is something the Board will need to address. The incumbent will be available to support the transition of a new trustee.

#### Tapuika's Membership with Te Arawa Bodies

The decision to leave Te Kotahitanga was a directive from our people. Te Arawa was requesting Tapuika join but the Tapuika decision was to decline. There is disappointment in these matters being dealt with at the hapū level when the iwi has already declined. We should think seriously about this kaupapa.

#### Congratulations

The trustees were congratulated for achieving a small surplus after years of deficit. It was a huge effort to turn the corner and close the gap over the past 2 years requiring bold decisions to achieve those results.

#### Pūwhenua Forest

The accumulated harvest (\$1m) was deposited into Morrison Kent's account and has not been released, it is in the trust account earning interest. The TIA intention is to move it out of that account and invest elsewhere in 2022. Investigation into investment options has been taking place.



### Housing Properties

Have trustees considered exiting the rental housing business due to the costs involved exceeding revenue?

The accountant noted that it is not quite correct to state that the rental properties are making a loss. In 2020, rental housing made a cash profit. In the costs relating to generating rental income, there is \$51k in the prior year of depreciation, this is a non-cash cost that is an accounting requirement. In the 2020 accounts the rental income made a positive contribution of \$36k of revenue. In the current year there was \$24k insurance recovery income which has to be added to the income in order to then take it off the expenses which gives you a net position of a \$57k loss, however, \$65k is depreciation, so it is a positive cash profit of \$8k. The rental houses are making money and valuations of the properties are going up.

### Te Kotahitanga Fisheries - Aquaculture

Has Tapuika's share in the new aquaculture space been determined?

No, but Tapuika's share needs to be determined and there are opportunities. Given our financial goals and financial position, it is the trustees' intention to review all business areas.

**Motion:** That the 2021 Group Annual Performance Report is accepted.

**Moved:** Bryce Kihirini **Seconded:** Bronwyn Hokianga **CARRIED**

### **3. Trustee Fees**

The proposed trustee fees were presented, and the Chair talked through the changes.

- Robust discussion has taken place regarding the fees and the decision was to propose reducing the full board meeting fees and having a slight increase to the Special Purpose fee from \$35 to \$40 per hour with a process around capping the special purpose fees, anything above the cap will require a Board resolution.
- The intention is to decrease the cost of the full board meetings and shift the budgeted money to the special purpose meetings which is more aligned with the function of the Board at the moment.
- It was noted that these trustee fee rates are lower than the Institute of Directors recommended fees.
- The Board recognise that the financial position we need to reduce. Reduces fee but greater scope in special purpose.

### **Q&A**

For whānau who are struggling to put kai on the table, \$600 is high, especially in these COVID times.

- It was noted that this is the second time the Board is proposing a reduction in fee.

**Motion:** That the proposed fees for 2022-23 are accepted.

**Moved:** Helena Carroll **Seconded:** Ngaire Dinsdale **CARRIED**

### **4. Appointment of Auditor**

**Motion:** That Cookson Forbes be reappointed as auditor.

**Moved:** Reokore Potiki **Seconded:** Ngarongokahau Tai **CARRIED**

### **5. Previous Minutes**

The minutes of the previous TIA and TFT AGMs and SGMs held 28 November 2020, were published to the TIA website and presented to the hui for reviewing. It was noted that due to COVID-19 and multiple tangihanga, AGMs had to be cancelled and the 2019 and 2020 reports were presented together.

Amendments to the minutes:



- These apologies need to be added: Rawiri Biel, Ashley Biel and Helen Biel.
- These attendees need to be added: Tamaku Pau'u, Vance Skudder, Kramer Ronaki, Witeri Williams, Haami Te Aute.

**Motion:** That the minutes of the previous AGMs/SGMs are accepted as a true and correct record.

**Moved:** Pia Callaghan **Seconded:** Bryce Kihirini **CARRIED**

**Abstained:** Bronwyn Hokoiana

**Noted as a follow up action:**

Has the name for Otāhu Pā been changed back to the Māori name?

## **6. General Business**

### COVID and Omicron

There are many iwi being active in helping their people with COVID with things such as distributing sanitation packs, free grocery vouchers, the provision of cabins where whānau can isolate. Over summer we had a least 20 Tapuika whānau with COVID. What is the plan over the next 6-12 months?

- The Trustees make a commitment to connect with key people in the Takapū and come up with some ideas of how best to support whānau. Will hui at an operational level.
- Dr Diana McNeill joined the hui and presented whanau with important key information regarding safe practices during this Omicron surge. It was noted that the safest thing is to consider closing the marae at this stage. Kaumātua are vulnerable.
- A PDF of COVID considerations will be disseminated by email.
- Flumicron is a possibility.
- These are not normal times, and we cannot treat them as normal times.

### The TIA Chairperson Based Outside the Takapū

Hui attendees voiced the opinion that it would be prudent for our Chair to be based in the Takapū due to the fast pace of the movement in TIA affairs.

- The current Chairperson did signal this to the Board in Oct/Nov 2021 and in the intention is that in the long term the Chair will be in the Takapū. It is about access, being seen and being available. Recommendations have been made to the Board and the Chair has submitted his resignation which will take place once there has been some wrap up of current mahi.
- It is a high stress role.
- The intention is that this will be a policy inclusion.
- Consider that the Chair must have capacity to deal with all facets required in being a Chair.
- This goes down to how hapū appointments to the Board, it is critical. Succession planning and governance training is imperative.

### Koeke Involvement in TIA

There was discussion about the Kaunihera Koeke:

- It is a legal requirement to have the Kaunihera Koeke as per the trust deed
- What is the eligibility criteria to be koeke? Age is not the correct criteria. There should be an element of involvement in the iwi, tikanga understanding.
- Clarity on eligibility on the Kaunihera and their roles.
- The koeke themselves can decide on the definitions.
- The purpose of the Kaunihera is that they are the kaitiaki of our tikanga. The hapū look at who they consider are the kaitiaki of the tikanga and they nominate.
- The Chair and process of Kaunihera are Witeri's priorities before he ends his term as Chair.

**Hui ended:** 1:33pm