



TE KAHU O TAONUUI

Me mahi tahi tātou

Te Kahu o Taonui Chair Hui Minutes

Legal Entity

Monday 21st March 2023, Online via Zoom, 7.30am

PRESENT	
Iwi	Name
Ngāti Kuri	Harry Burkhardt
Te Aupōuri	Peter-Lucas Jones
Ngāi Takoto	Kaio Karipa, Wallace Rivers
Te Rarawa	Katie Murray
Ngāti Kahu	n/a
Kahukuraariki	Teresa Tepania Ashton
Whaingaroa	Mariameno Kapa-Kingi
Ngāpuhi	Sam Napia
Ngāti Hine	Pita Tipene
Ngātiwai	Aperahama Edwards
Te Roroa	Thomas Hohaia
Ngāti Whātua	n/a
Te Kahu o Taonui Te Rōpū Ringa Raupā	Kiri Sloane-Hobson Simone Edwards (<i>minute taker via recording</i>)

Meeting opened at 8:05 am by Pita with karakia timatanga.

Legal Entity (PAPER)

- Harry – ongoing conversation re shaping our legal structure to funnel funds and take the load off Whaingaroa. Summary document last Oct/November 2022 supported by Pita and Naida. Operations team and external legal have reworked paper which has gone through the CEs.
- Sam:
 - Purpose – to seek endorsement to incorporate the two new legal entities for Te Kahu o Taonui.
 - Te Runanga o Whaingaroa has been covering the contractual arrangements between Te Kahu o Taonui, Crown and others. We are now moving into more complex work so need to relieve that responsibility from Te Runanga o Whaingaroa.
 - Structure proposed reflects the issues, concerns, queries previously raised around ensuring that the mana of each Iwi remain within the umbrella of their Iwi and not absorbed by a corporate structure.
 - Proposed structure (screen shared). Propose two limited liability companies Mana Hipoki Operations Ltd and Mana Hipoki Holdings Ltd with 12 shareholders being the 12 Iwi entities that ensures the Iwi entities that form the umbrella of Te Kahu o Taonui that their stewardship, guidance, governance is transferred to the holding company.
 - 12 shareholders will appoint 12 Directors. Wanted to ensure that the Chairs did and felt like they have control over the holding company and subsequent operations. This structure ensures that the shareholders have a measure of control and oversight that goes beyond the traditional model.
 - Shareholders by Constitution will approve the annual plan, budget, set financial delegation, Procurement, Policies etc. Forum of Iwi Chairs get to determine the direction for the coming financial year of the operations, what they will pursue, what will be achieved, measure of achievement, budget lines approved/not approved.



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- Iwi Chairs will have a high level of stewardship and control over the operations company.
- Minimum quarterly reporting required back from Operations company (Mana Hipoki Operations Ltd) to Holding company (Mana Hipoki Holdings Ltd).
- Mana Hipoki Operations Ltd – where the work gets done via Pou workstreams. Suggest one (1) shareholder being namely the Holding Company (Mana Hipoki Holdings Ltd, comprising 12 Iwi of Te Kahu o Taonui) who will appoint three (3) to five (5) Directors for Mana Hipoki Operations Ltd.
- Once annual plan, workstreams, budgets, policies etc are approved by Mana Hipoki Holdings Ltd the mahi must be left to Mana Hipoki Operations Ltd.

From Te Kahu o Taonui Chair Hui Minutes 19th October 2022:

Recommendations for Chairs:

- 1. That the Chairs endorse the incorporation of a charitable company owned and governed by Te Kahu o Taonui.**
- 2. That the Chairs request Te Rōpū Ringa Raupā to develop a draft constitution for a charitable company.**

MOTION: TE KAHU O TAONUUI IWI CHAIRS ENDORSE THE INCORPORATION OF A CHARITABLE COMPANY OWNED AND GOVERNED BY TE KAHU O TAONUUI. REQUEST TE RŌPŪ RINGA RAUPĀ TO DEVELOP A DRAFT CONSTITUTION FOR A CHARITABLE COMPANY.

**MOVED: Pita Tipene / SECONDED: Naida Glavish
ALL IN FAVOUR
CARRIED**

Korero:

- *Peter Lucas – happy to move the motion. How do new or other Iwi entities become part of it and is there a place or pathway for this to happen?*
 - *Sam – Te Kahu o Taonui in the operation side get to do some exciting and powerful things. Currently have 12 Iwi, perhaps there could be more in the future, not my discussion to have. I am speaking from a corporate, functional, operational, and contractual perspective. However, there is still an issue/gap that needs to be worked through in the future around the policy, mechanisms and processes through which other admissions of authorities are made to Te Kahu o Taonui.*
 - *Harry – through the companies Act there will be flexibility to add and subtract.*
- *Katie – Te Rarawa is not ready to make any moves, we stand back from it. I have an obligation to take this back to my board meeting on 19th April 2023. We would have concerns about control and only having three or five trustees being appointed. Reservations where each Iwi determination is determined by a business company. Has this been offered out to one of the Iwi entities to create a business arm on behalf of Te Kahu o Taonui?. Pita – why is Ngāti Hine named as an Iwi?*
 - *Sam – the proposed Mana Hipoki Holdings Ltd is not an Iwi entity it is a company, a commercial and corporate construct. The three Directors are not Trustees they are Directors appointed under the Companies Act that hold significant and heavy responsibilities and liabilities. When I talk about control, I am referring to the corporate entity and an appropriate measure of control. Not proposing that the company usurp, take over or represent something that they are not. Te Runanga o Whaingaroa did put up their hand and are effectively acting as that corporate arm on behalf of Te Kahu o Taonui but are not prepared to carry that on.*
- *Katie – has anyone else been offered that, ? Or is there an opportunity to put in a proposal?*



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- *Pita – following the paper trail, Ngāti Hine is on the previous resolution at that time being conceptual, now with further detail happy to Second the motion. Perhaps should rethink the name “Hipoki” means covering authority whereas Sam’s words are to “get stuff done”. The overarching authority is Te Kahu o Taonui being a very appropriate name with excellent narrative. No disrespect to Naida. Just rethinking what would be more appropriate as a vehicle that “gets stuff done” versus “holding the mana”.*
- *Peter Lucas – the reason for my Moving the recommendation is so that the paper can be further developed so it can be taken back to our respective Iwi boards to discuss the next steps. In the meantime we have an issue where Te Runanga o Whaingaroa are carrying all the liability. If we are trying to find an immediate solution, can we think of what other entities already exist e.g., Te Hiku Iwi Development Trust?, whilst we go through the journey of finding a name, provisions for membership that we think about who holds the reins in the event that Te Runanga o Whaingaroa don’t wish to continue. This could take us time to establish an entity that requires the agreement of all those involved, or it could be perceived that it doesn’t.*
- *Wallace – we should acknowledge that we have a quorum today to make a decision, given some of the contention discussed and to alleviate pressure from Ngāti Hine if there is no objection I would like to Second the motion.*
- *Harry – the take at hand is for us to support the legal structure which is covering the mahi we are doing now and the complexity it adds to Te Runanga o Whaingaroa. My view is that this is the right way to do it.*
- *Aperahama – picking up on what has been said. I support Pita’s korero around the name. Must ensure we embed consensus-based decision making if we move to a legal entity.*
- *Mariameno - Te Runanga o Whaingaroa will hold the space until the main kaupapa has been sealed. It was always in the plan to set up Te Kahu Taonui as a legal entity, good deal, good to go.*

Recommendation: *Te Rōpū Ringa Raupā recommends that the Iwi Chairs endorse the incorporation of the Holdings Ltd and Mana Hīpoki Operations Ltd with final sign off by the Iwi Chair Chairperson when the incorporation documents have been finalised.*

MOTION: *TE KAHU O TAONUUI CHAIRS SUPPORT THE RECOMMENDATION FROM TE RŌPŪ RINGA RAUPĀ TO ENDORSE THE INCORPORATION OF THE HOLDING LTD AND MANA HĪPOKI OPERATIONS LTD (NAME TO BE CONFIRMED) WITH FINAL SIGN OFF BY THE IWI CHAIR CHAIRPERSON WHEN THE INCORPORATION DOCUMENTS HAVE BEEN FINALISED.*

Moved Peter Lucas (Te Aupōuri) / Seconded Wallace (Ngāti Takoto)

ALL IN FAVOUR

CARRIED

Yet to be discussed with Board – Katie Murray (Te Rarawa)

Name of Holding Company:

To be further discussed and agreed upon.

Chair & CE hui hui April 2023 kanohi ki te kanohi:

Agenda items:

- IMPB update with Tereki Stewart to be invited.
- Te Pouahi o Te Taitokerau update from Pita.
- Three Waters.
- Whai Kainga – transportable houses.

Meeting closed at 8:55 am by Pita with karakia whakamutunga.