



**Minutes of a meeting of the NZNO Board of Directors
held in the New Zealand Nurses Organisation Boardroom
Level 3, Crowe Horwath House, 57 Willis Street, Wellington
Tuesday, 12 February 2019 from 1-5pm
Wednesday, 13 February 2019 from 8.30am-4.30pm**

Present

Grant Brookes	President
Kerri Nuku	Kaiwhakahaere (Chair)
Cheryl Hanham	Vice President
Titihuia Pakeho	Tumu whakarae
Eseta Finau	
Cheryl Hammond	
Juliet Manning	
Maria Armstrong	
Karen Naylor	
Andrew Cunningham	

Apologies

Nil.

Staff in Attendance

Memo Musa	Chief Executive
Michelle Evans	Minute taker
David Woltman	Manager, Corporate Services (partial attendance)
Mairi Lucas	Manager Nursing and Professional Services (partial attendance)
Mary Longmore	Co-Editor, Kai Tiaki (partial attendance)
Ross Wilson	DHB MECA Negotiation Process Independent Reviewer (partial attendance)

External Visitors

Two representatives from WorkSafe (for the Stakeholder Relationship item only)

Tuesday, 12 February 2019

1.0 Karakia

Cheryl Hanham opened the meeting with a karakia.

1.1 Welcome

The Kaiwhakahaere welcomed attendees to the meeting.

1.2 Apologies

No apologies were received.

1.3 Order of agenda items and confirmation of agenda

The order of items on the agenda was confirmed. A Board member asked that the Board remits be discussed. The Chair of the Chief Executive Employment Committee (CEEC) advised that she had a late item relating to CEEC. The Tumu whakarae advised that Te Poari had submitted a late item relating to the Board vacancy.

1.4 Register of interests

The Register of Interests was updated prior to the meeting and circulated with the agenda. Maria Armstrong advised she was no longer a GAR member.

1.5 Declaration of Conflicts in relation to this meeting

The following conflicts of interest were declared:

- Cheryl Hammond re: CultureSafe and social media.
- Andrew Cunningham with regard to being a member of the National Delegates Committee. The Kaiwhakahaere provided Andrew with background information regarding the process of declaring conflicts.

2.0 Board Only Session

The Kaiwhakahaere asked the Board whether they required Board only time and this was confirmed by the Board.

The Chief Executive was not party to this discussion.

The Chief Executive was asked to join the meeting at 1.33pm.

The Chair of CEEC advised that she hadn't been able to download the Chief Executive's performance appraisal table due to technical issues, but would send it to Board members this evening.

3.0 Board Values

The Board spoke about the Board values. In response to the President's suggestion that NZNO needed a single set of values, the Chief Executive advised the Board that he had previously brought this matter to the Board. The Chief Executive clarified that there are three sets of values i.e. staff values, Board values, and NZNO's values which are on the website. The Chief Executive advised that at present a review of NZNO's strategic plan is being undertaken and a paper will come to April's Board meeting. As part of the strategic plan review, it will be decided whether there should be one set of values and this will be led by the Board.

4.0 STRATEGIC ENVIRONMENTAL SCAN

4.1 Political, Economic, Social, Technological, Legal, Environment (PESTLE) Analysis Update

The President opened this item up for discussion as to the overall direction of NZNO. The Chief Executive drew the Board's attention to the previous strategic plan process where the description of NZNO was changed in 2015 from a "union and professional association" to a "professional association and union", reflecting a stronger emphasis on promoting the profession. The Chief Executive acknowledged that NZNO needs to do more to profile the nursing profession and advised that the media have been able to cherry-pick information about NZNO activities making a stronger reference to being a 'union' than a 'nursing professional association'. The Chief Executive said that over time, he has explained to various reporters that the bulk of NZNO's work is professional in its content, yet they still choose to label NZNO a union.

4.2 Board Work Programme

The Chief Executive confirmed that in April Nicole Rosie, the Chief Executive of WorkSafe would attend and on 19 June the Hon David Clark would attend the stakeholder relationship slot. The Chief Executive advised that the Board would be updated as to the other stakeholders attending Board meetings. A Board member spoke about whether a Board evaluation should be held earlier than proposed, in line with clause 10.8 of the Constitution. The President advised that there were many reasons not to undertake an evaluation of the Board at this time. The President advised that the co-leaders' contribution to the draft annual report 2018/19 was in development and was not yet ready for the Board to receive at this meeting.

5.0 LEADERSHIP REPORTS

5.1 Kaiwhakahaere's Report

The Kaiwhakahaere took her report as read. The Board asked the Kaiwhakahaere questions relating to her report, which the Kaiwhakahaere responded to.

Recommendation

That the Board:

1. **Note** the contents of this report.

Moved:	Cheryl Hammond
Seconded:	Andrew Cunningham
CARRIED	

DHB MECA Negotiation Process Review

The Independent Reviewer, Ross Wilson attended the Board meeting at 2.40pm. The Kaiwhakahaere asked that each Board member introduce themselves to the Independent Reviewer. The Independent Reviewer thanked the Board for their welcome and provided the Board with a brief background. The Chief Executive asked the Board whether they would like to have him present for this discussion and this was confirmed by the Board. The Independent Reviewer provided context for the two questions he posed to the Board i.e. (1) what worked well and why? and (2) what could be improved on and why? The Independent Reviewer assured the Board that individuals would not be identified and responses would be anonymised. Board members canvassed a number of matters including but not limited to communication with, and between members, provision of information, training and support for delegates, the role of governance and the context and environment in which bargaining took place. The Chief Executive confirmed that the Kaiwhakahaere and President would be interviewed and suggested that the Independent Reviewer may also like to meet other representatives from the Board. The Independent Reviewer invited Board members to e-mail him directly with further comments or information. The Independent Reviewer said it had been useful speaking to the Board and provided his thanks to the Board. The Independent Reviewer again reassured the Board as to the anonymisation of responses.

The Independent Reviewer left the Board meeting at 3.41pm.

The Board took a five minute break from 3.42pm to 3.47pm.

5.2 President's Report

The President took his report as read, provided background with regard to his work plan and advised he would like to amend recommendation (2) below.

This topic was opened up for further discussion by the Board.

A Board member spoke to some amendments the President had made to his work plan and enquired as to the rationale behind this. In response, the President provided additional information. The Kaiwhakahaere said she'd like the reference to 360 degree feedback retained in the President's work plan, to which the President agreed. A Board member advised that she required additional clarity around some aspects of the President's work plan, especially that relating to communication with members and social media. A Board member said she would like to see KPIs put in place to ensure result measurements are undertaken. The President advised that between now and April's Board meeting he would seek ideas from that Board member as to suggested KPIs. The Kaiwhakahaere suggested some clarity be added to the President's work plan which was agreed.

A Board member asked the President whether he had a personal relationship with his suggested mentor and the President advised he had a business relationship with the suggested mentor.

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The Board discussed the offer made by the Chinese Nursing Association to pay for one of the co-leaders to attend their conference (the Belt & Road International Nursing Congress which runs from 6-7 September 2019), however the other co-leader would have to pay their own way. The Chief Executive said that the invitation needs to be carefully considered from a broader political perspective and that this had been discussed at a recent Leadership Team meeting. A Board member advised that the invitation did not fit in with NZNO's international travel policy nor its position on international engagement with national nursing associations. Whilst acknowledging his conflict on this matter, the President voiced his views relating to attendance at the conference. With regard to attendance, the Kaiwhakahaere said that Te Poari would not be supportive as China does not support a bicultural approach nor recognise its indigenous people.

Recommendation

That the Board:

1. **Notes** the content of the President's report.
2. ~~**Approves** the President's work plan 2019-20.~~

The Board agreed that recommendation (2) is to be revisited at April's Board meeting.

3. **Approves** the President's proposed governance mentor.
4. **Decides** upon a response to the invitation from the Chinese Nursing Association.

The Board moved recommendations (1) and (3).

Moved:	Grant Brookes
Seconded:	Andrew Cunningham
CARRIED	

A Board member moved that the wording of recommendation (4) above be changed to "approve the travel to the Chinese Nursing Association conference subject to satisfactory feedback from SPNF".

A vote was held regarding the above amendment to recommendation (4).

2 Board members were in favour

6 Board members were against

The President and Kaiwhakahaere abstained from the vote.

Moved:	Karen Naylor
Seconded:	Andrew Cunningham
LOST	

6.0 Te Poari Report

The Tumu Whakarae took her report as read. The Tumu Whakarae advised that the closing date for applications for Florence Nightingale was 31 March 2019, not 31 May 2019 as in her report. The Tumu Whakarae thanked the Chief Executive for his support and efforts with regard to the recent pōwhiri for the Manager, Nursing and Professional Services.

Recommendation

That the Board:

1. **Notes** the contents of this report.

Moved:	Titihuia Pakeho
Seconded:	Cheryl Hanham
CARRIED	

The Board addressed the confirmation of minutes earlier than scheduled.

12.0 Confirmation Of Minutes

The Board moved that the minutes be further discussed.

12.2 Draft minutes of 11 & 12 December 2018

Two Board members requested changes and the Board asked that any amendments to the minutes be tracked. The Kaiwhakahaere requested Board members send to the PA to the Chief Executive any amendments to the Board minutes prior to Board meetings.

Subject to the amendments being made, the Board confirmed the minutes of 11 & 12 December 2018.

1 Board member abstained from the vote

Moved:	Cheryl Hanham
Seconded:	Grant Brookes
CARRIED	

The President left the meeting at 4.45pm so that the confidential minutes could be addressed by the Board. The President confirmed that with regard to the redacted set of minutes he had received of the meeting of 11 & 12 December 2018, he had no amendments.

The Board concluded the first day of its meeting at 5.02pm.

Wednesday 13 February 2019

Eseta Finau commenced the meeting with a karakia.

The Kaiwhakahaere confirmed that there would be two representatives from WorkSafe arriving to the meeting at midday.

7.0 GOVERNANCE COMMITTEE REPORT

The Kaiwhakahaere asked the Chair of the Governance Committee to address her report. The Chair of the Governance Committee provided the Board with a brief background regarding her report.

1. Board Evaluation

The Kaiwhakahaere opened this topic up for discussion.

Moved:	Karen Naylor
Seconded:	Cheryl Hammond
CARRIED	

The Chair of the Governance Committee said the Board had been discussing this topic for some time. A Board member enquired what would be done with the information gathered from the evaluation. The Chair of the Governance Committee said that data regarding where we are at and what's been useful/what hasn't been useful has not been collated or collected. The Board discussed evaluations on the whole. The Chief Executive spoke of a matrix which is weighted to skills and when an evaluation is undertaken, it identifies shortages in the skills matrix, adding that this is how gaps in skills are identified. A Board member asked that the professional development for Board members be quantified and the Chair of the Governance Committee advised that the PA to the Chief Executive keeps a running spreadsheet of the Board's professional development. The Kaiwhakahaere spoke of professional development, how it should be applied and used i.e. identifying opportunities, strengths and weaknesses so that the professional development fund is used in a meaningful way.

Recommendation

1. That the Board work plan include a whole of Board and individual member (self-assessment) evaluation within 6 months of the incoming Board convening.

Moved:	Karen Naylor
Seconded:	Cheryl Hammond
CARRIED	

2. *Complaints Policy*

The Chair of the Governance Committee provided brief background to this matter. A Board member asked about the reasoning for presenting this policy at AGM and asked about the normal process which has followed. The Chair of the Governance Committee said that this was in response to direct feedback from members requesting this type of policy. The Chair of the Governance Committee said that the Kaiwhakahaere had used the new complaints process recently which had a positive outcome. The Kaiwhakahaere said the aim is to have kōrero without the matter being escalated to higher levels. As to consultation with staff, the Chief Executive reminded the Board that previous discussions had been held with the Board and it was agreed that staff need to be able to access the complaints process. The Kaiwhakahaere spoke of de-escalation and perhaps there needs to be further training as a conversational, low-level approach needs to be utilised. The Chief Executive enquired who would be leading the member consultation. The President advised that he and the Vice-President could take it to the Membership Committee, who were meeting next week. In response to the Chair of the Governance Committee, the Chief Executive said he would need to take advice because a consultation format is needed which is structured, rather than free-flow. The Chief Executive said that structured data would enable the feedback information, when it comes back, to be analysed and the data could therefore easily be out-sourced. The Kaiwhakahaere said the task of consulting members needs to sit with the Board rather than be operationalised. The Kaiwhakahaere confirmed whether the Chair of the Governance Committee was happy for the consultation task to remain with her and the response was affirmative.

Member consultation points:

- The process as it's described in the Policy;
- The expectations of member groups and leaders (such as the "Complaints Manager");
- The resources and/or support required to operationalise the Policy; and
- Any alternative processes for complaint resolution that might be offered.

Staff consultation points:

- The resources required to support member groups to operationalise the Policy;
- Clarity of understanding around accessing the Policy provisions, without prejudice, as an alternative to the provisions contained in Part 9 of the Employment Relations Act 2000 ("Personal grievances, disputes, and enforcement");
- Any implications of enabling complaints under this Policy from parties external to NZNO; and
- Any alternative processes for complaint resolution that might be offered.

Recommendations

1. That the Chair of the Governance Committee request the Membership Committee, Te Poari and National Student Unit to seek feedback from their respective member groups using the Member consultation points above.
2. That the CEO (as employer of NZNO staff) request feedback from NZNO staff using the Staff Consultation points above.
3. A timeframe of 6 months from the February Board meeting to take into account meeting opportunities for these groups.
4. Final version of the Policy to be produced prior to AGM 2019 and presented at AGM.

Moved:	Juliet Manning
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Seconded:	Karen Naylor
CARRIED	

3. **Board Processes**

The Chair of the Governance Committee advised that the Board had previously identified three items which needed defining:

- Strengthening what was in the Governance Handbook.
- Detail about the use of "In Committee".
- Policy for Board decisions.

The Chair of the Governance Committee provided the Board with a brief background on the three topics above and the reasons as to how the Board required clarification. The President requested the addition of a reference to the NZNO publication "Guideline: Meeting Procedures", to provide an over-arching view.

The Board discussed various amendments they'd like to see made to the paper presented by the Chair of the Governance Committee. The President thanked the Chair of the Governance Committee for her work on the Governance Handbook. The Kaiwhakahaere requested a bullet point be inserted to ensure that the Board is aware that their information is discoverable and this also applies to the use of in committee.

Recommendation

- 1 That the Board accepts the amended Board Meeting Processes outline, and this be added to the Governance Handbook.

Moved:	Juliet Manning
Seconded:	Grant Brookes
CARRIED	

4. **Final Version of Governance Handbook**

The Chair of the Governance Committee explained the work of the Governance Committee in 2017 around a definition of governance for NZNO and this will be included in the Handbook.

The Kaiwhakahaere opened this topic up for discussion. The Board discussed various aspects of the Governance Handbook, which amendments had been made and clarification was provided as to some aspects of the Governance Handbook.

A Board member moved that an amendment be made to the Governance Handbook as to Board members being reimbursed for their time when undertaking Board-approved work. The Board discussed the need for mechanics to be put in place before the Governance Handbook is amended as requested. A Board member said she would like the Board to think into the future regarding payment for time spent on Board business and there is a need to maintain a work/life balance when undertaking Board work.

A vote was held regarding the above proposed amendment.

3 Board members were in favour

6 Board members were against

There were no abstentions. As Chair, the Kaiwhakahaere did not vote

Moved:	Karen Naylor
Seconded:	Cheryl Hammond
LOST	

Recommendations

1. That the Board accepts the final version of the Governance Handbook, and the review frequency is set as yearly.

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- 2 That additions to the Governance Handbook are made on an “as needed” basis without requiring a full review of the Handbook.

Moved:	Juliet Manning
Seconded:	Cheryl Hammond
CARRIED	

Travel Policy for Members

The Chair of the Governance Committee said the formulation of this policy had taken some time and consultation had been undertaken. The Chair of the Governance Committee requested the Board’s guidance as to this policy.

The President declared his conflict with regard to this matter and advised he would not vote. The President expressed his concern as to the additional travel expenditure associated with this policy (increased allowances, removing requirements to obtain the lowest prices). The Kaiwhakahaere declared her conflict of interest with regard to this matter.

Based on feedback received from the Board, the Chair of the Governance Committee reminded the Board that this policy was a draft and she asked whether it was the view of the Board that this policy is workable and whether further development should occur. A Board member advised that she believes the use of a private vehicle section needs further clarification. The Chair of the Governance Committee said the Board needed to be aware that things like practicalities, insurance and health and safety implications would need to be considered and the Chief Executive and Manager Corporate Services would need to be involved. The Chief Executive advised that the role of NZNO’s Finance Department is to pay against an approved policy due to auditing requirements. A Board member said she preferred one policy with adequate provisions for members in all situations. A Board member pointed out that some people have work vehicles and there are contractual employment requirements involved. The Chair of the Governance Committee advised that who it applies to and costings was more a task for the Audit & Risk Committee rather than the Governance Committee. The Chief Executive was asked for his opinion and said what should be provided was a list of what the Board wanted, which would be cross-referenced (e.g. checking legislative requirements) and then the Audit & Risk Committee could progress this work.

Recommendation

That the Board:

1. Considers the draft Travel Policy for Members, and provides guidance on any further progress of the policy.

A vote was held regarding the above recommendation.

8 Board members were in favour

0 Board members were against

There were two abstentions – the Kaiwhakahaere and President

Moved:	Juliet Manning
Seconded:	Karen Naylor
CARRIED	

5. *Outline for consideration of including an Independent member on the Board of NZNO (potential discussion paper for AGM)*

The Chair of the Governance Committee took this paper as read. The Board discussed whether the Constitution could be changed in order that a non-NZNO member be appointed. The Chair of the Governance Committee is happy for the Governance Committee to undertake further work on this and will seek advice (including legal advice) with the Institute of Directors, who are to be approached in the first instance. A Board member raised the

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issue of co-opting and the President said seven years ago this was removed from the draft Constitution due to member opposition to it.

Recommendation

That the Board:

1. Consider its direction in pursuing a discussion at AGM 2019 about the introduction of an independent director, and decide a plan should this be pursued.

A vote was held regarding the above recommendation.

8 Board members were in favour
1 Board member was against
There was 1 abstention

Moved:	Juliet Manning
Seconded:	Maria Armstrong
CARRIED	

The Board took a break from 10.38am to 10.44am.

8.0 Membership Committee Report

The President and Vice President addressed this topic. The Vice President said that the Membership Committee is asking what work they could undertake to assist NZNO.

Recommendation

That the Board:

1. **Accept** the Membership Committee report.

Moved:	Grant Brookes
Seconded:	Cheryl Hanham
CARRIED	

9.0 Chief Executive Employment Committee (CEEC)

Due to time constraints this item was not discussed.

10.0 AUDIT & RISK COMMITTEE REPORT

10.1 Draft minutes of 30 January 2019

The Chair of the Audit & Risk Committee requested that the President delete the confidential unconfirmed minutes which he was inadvertently emailed on 1 February 2019. The President advised he had not read the minutes, would delete the minutes and a Board member provided clarification as to the specific detail. The Chair of the Audit & Risk Committee briefed the Board regarding its 30 January 2019 meeting highlighting that the Chief Executive's report covered some of the topics considered by the Committee.

It was moved that the Board go into Committee.

Moved:	Grant Brookes
Seconded:	Cheryl Hanham
CARRIED	

It was moved that the Board come out of Committee.

Moved:	Cheryl Hanham
Seconded:	Andrew Cunningham
CARRIED	

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The Kaiwhakahaere advised that due to time constraints, the Chief Executive's report needed to be addressed earlier than scheduled.

The Board took a brief break at 11.21am.

11.0 Confidential Item (In Committee)

Due to time constraints this item was not discussed.

12.0 Confirmation of Board minutes

The confirmation of minutes were addressed by the Board on Tuesday 12 February 2019.

14.0 Board Vacancy

Due to time constraints this item was not discussed.

15.0 Confidential report – complaint investigation (In Committee)

Due to time constraints this item was not discussed.

The Manager Corporate Services joined the Board meeting at 11.23am.

The Manager Nursing and Professional Services joined the meeting at 11.23am.

The Kaiwhakahaere asked that the Board introduce themselves to the Manager, Nursing and Professional Services.

16.0 Chief Executive's Report

Topics included in the Chief Executive's report that require a decision from the Board included:

1. Volunteer Sustainability Report – costings

The Chief Executive spoke to this item and noted that an incorrect appendix had been sent to the Board. A correct appendix was circulated and the Chief Executive advised that costing information had been included into the document. He noted that the most significant cost item which was not budgeted included the Māori models of organising. However this was the subject of a business case titled 'Proposal to establish a temporary role of a Senior Māori Cultural Adviser' which is included in budgets for 2019/20. He highlighted that the most urgent work was to establish a database which would include volunteer/engagement activity against each member record.

Recommendations

That the Board:

1. **Receive** the report titled 'Volunteer Sustainability – Costings'.
2. **Identify** and **prioritise** activity from the report 'Volunteer Sustainability – Costing' which is unbudgeted for inclusion in financial budgets for 2019/20 and out-years upon establishing the total impact on the financial position in the draft financial budgets for the year 2019/20 and out-years.

Moved:	Karen Naylor
Seconded:	Cheryl Hanham
CARRIED	

2. Final Budget 2019/2020 and out years

The Chief Executive advised that yesterday the Board had been provided with a supplementary paper on this item. The Manager Corporate Services addressed specific matters as previously raised by the Audit & Risk Committee i.e. capital expenditure, operating expenditure, cash flow, a membership fee increase above CPI, funding business cases, affiliation fees and air travel. A Board member thanked the Manager Corporate Services for his work on the budgets, noting that the cost savings cover a wide range of activities.

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At 12pm WorkSafe representatives attended the Board meeting so this item will be re-addressed once the WorkSafe session has finished.

The Manager Corporate Services left the meeting at 12.01pm.
A Co-Editor of Kai Tiaki joined the meeting at 12.02pm.

Stakeholder Relationships – WorkSafe

In the brief absence of the Kaiwhakahaere, the Tumu Whakarae welcomed the WorkSafe representatives to NZNO's Board meeting.

The WorkSafe representatives provided the Board with a brief background to its establishment. The Board was advised that workplace deaths in New Zealand are going down, however the rate of death at work in New Zealand is higher than that of Australia and the United Kingdom so there is still work to be done regarding health and safety. WorkSafe's initial focus was on reducing deaths in the workplace and then reducing serious non-fatal harm in the workplace. Spoken about was work-related incidents which had a health impact i.e. ongoing health conditions which are directly attributable to the workplace. As to work-related mental disorders, the Board was advised that at present New Zealand does not capture this information, so Australian information is being used. WorkSafe believes that what makes the most difference in addressing health and safety issues are leadership, risk management and worker engagement. The Board took the opportunity to ask WorkSafe where nurses feature in terms of their priorities and spoke of the workplace assaults/harm they are exposed to. WorkSafe said that it is a regulatory body and leadership/worker engagement was key to reducing incidents of workplace harm. There is a threshold over which specific cases can be looked at, however WorkSafe's preference is early intervention and action at a local level.

A Board member asked whether media reports of workplace violence in the media would alert WorkSafe to health and safety issues at specific workplaces. WorkSafe said due to legislation, they are focused at the other end of the spectrum and for things like assaults/violence, the Police are the authority who becomes involved. The Chief Executive thanked WorkSafe for their presentation and said that from NZNO's member perspective, there is a process involved in the notification of incidents via the Person Conducting a Business or Undertaking (PCBU)/WorkSafe and there is a perception that nothing is happening – what is WorkSafe's role? The Chief Executive said that nurses working in the Emergency Department are exposed to risk behaviours, nurses working in mental health and seclusion areas are also exposed to high risk behaviours, as are nurses working in prisons—what is the expectation that PCBUs should be doing, given non-action by DHBs? WorkSafe advised they have historically focussed on fatalities (e.g. in agriculture, construction, forestry), and as harm becomes more observable (i.e. the mental health inquiry), the time is now for WorkSafe to be shifting into different sectors and addressing the big issues. The Chief Executive said that regarding worker engagement, the expectation is that something will be different and if nothing changes, the Chief Executive would encourage WorkSafe to look at worker engagement and how this can be more effectively utilised so that PCBUs respond. The Chief Executive asked what relationship NZNO could have with WorkSafe and asked how the two organisations can connect and work together, bearing in mind ACC's involvement. WorkSafe said that they are working on their strategic engagement. The Chief Executive suggested that NZNO should sit at the top of WorkSafe's strategic engagement development process, given that it has 52,000 members. The Kaiwhakahaere asked for clarification of WorkSafe's regulatory involvement with indigenous and diverse groups. WorkSafe said there is a specific team who engage with iwi in terms of their priorities and a network arrangement is in place. WorkSafe advised that in March 2019 they are hosting a public/state sector meeting with the Heads of Departments of Māori units to seek their advice/opinion. WorkSafe said that genuine conversations with government/health partners are occurring. WorkSafe thanked the Board for the invitation and opportunity to attend the Board meeting.

The Kaiwhakahaere thanked the WorkSafe representatives for their attendance.

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The WorkSafe representatives left the meeting at 12.54pm.

12.55pm the Board took a brief break for lunch.

1.05pm the Board recommenced the meeting, and due to the nature of business still to be addressed, undertook a working lunch.

The Board recommenced their discussions relating to budget 2019/2020 (item 2 of the Chief Executive's report). The Chief Executive advised that work on the budget had been undertaken following the Audit & Risk Committee meeting and he suggested the Board hold off making decisions about the business cases to allow reprioritisation to occur – there is a need for the Chief Executive to sit with the Management Team to ask them whether there is anything which could be done differently, thus making operational savings.

The Board agreed to accept the amended budget and defer decisions regarding the business cases until April's Board meeting.

Recommendations

That the Board:

1. **Receive and note** the updated Draft Budget 2019/20 to 2021/22 and Business Cases and provide feedback to staff.
2. **Approve/ Do not Approve [choose one]** the business cases for inclusion in the 2019/20 Budget the following business cases for increases in staff FTE:
 - a. Organisers 5.0 FTE 2019/20;
 - b. Māori Cultural Advisor 1.0 FTE;
 - c. Communications Manager 1.0 FTE
 - d. Lawyer 1.0 FTE
3. Agree to reconsider the above business cases in April.
4. Approve the Draft Budget 2019/20 for inclusion into the Draft Annual Plan 2019/20.

Moved:	Karen Naylor
Seconded:	Cheryl Hammond
CARRIED	

3. Capital expenditure for 2019/20 and out years

The Board approved the updated capital expenditure plan which was provided to the Board by the Manager Corporate Services yesterday.

Recommendation to the Board

The Audit & Risk Committee:

1. Recommends that the Board **approves** the amended capital expenditure for 2019/20 to 2021/22 as presented and subject to amendments the Board requests.

A vote was held regarding the above recommendation.

9 Board members were in favour

0 Board members were against

There were no abstentions. As Chair, the Kaiwhakahaere did not vote.

Moved:	Cheryl Hammond
Seconded:	Andrew Cunningham
CARRIED	

4. Annual Plan 2019/20

The Chief Executive advised he had identified substantial changes which still need to be made to the Annual Plan. It is envisaged that the Annual Plan will be sent to the Board as

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soon as possible. The Chief Executive recommended that this item be addressed at April's Board meeting.

5. Report on National Affiliate Council Activities, including approval of Campaign Levy

The Chief Executive took this report as read, advising that the campaign levy has been included in the budget for 2019/20 at 50 cents per affiliate member.

Recommendations

That the Board:

1. **Receive** the NZCTU Campaign Levy proposal 2019-20.
2. **Endorse** the NZCTU Campaign Levy proposal 2019-20 on the basis of \$0.50 per affiliated member.

A vote was held regarding the above recommendation.

9 Board members were in favour

0 Board members were against

There were no abstentions. As Chair, the Kaiwhakahaere did not vote.

Moved:	Cheryl Hammond
Seconded:	Andrew Cunningham
CARRIED	

At the request of the Chief Executive, the Manager, Nursing and Professional Services left the Board meeting so that item 6 below could be discussed.

6. DHB MECA Negotiation Process: Review [Confidential]

The Chief Executive took his report as read and advised the Board that their amendments had been incorporated into the Terms of Reference.

Recommendations

That the Board:

1. **Receive** the updated terms of reference for the DHB MECA Negotiation Process: Independent Review.
2. **Note** that review process has commenced and is being led by Ross Wilson.

A vote was held regarding the above recommendations.

9 Board members were in favour

0 Board members were against

There were no abstentions. As Chair, the Kaiwhakahaere did not vote.

Moved:	Cheryl Hammond
Seconded:	Karen Naylor
CARRIED	

7. Annual General Meeting (AGM) & Conference 2019

The Chief Executive provided a brief background to this matter, advising of the AGM & Conference Project Team's preference for the three options proposed, along with the cost implications and advantages/disadvantages. The Board discussed the various aspects involved with holding a three, two or one day AGM & Conference programme for 2019. A Board member noted that attendance at AGM and Conference is seen as a reward by some members for their work as volunteers. The President noted that the previous AGM & Conference Project Team meeting had requested consultation with colleges and sections over the reorganising of Colleges & Sections Day. In response to a query from a Board member, the Chief Executive advised that he undertook the majority of work involved in the

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organisation of the AGM & Conference (e.g. writing to speakers and associated liaison, organising a conference logo, creating the programme for AGM and the programme for Conference). The Board spoke of the implications of the one member one vote remit and its impact on AGM & Conference. A Board member advised that conference leave would not be available to members if the programme does not meet the criteria for conference leave. A Board member expressed her concern that despite the Chief Executive previously mentioning his heavy workload, the Board has kept adding to his workload and she reminded the Board of their responsibility as the Chief Executive's employer.

Recommendations

That the Board:

1. **Receive** the report on the AGM & Conference 2019.
2. **Approve** Option A (three day programme), Option B (two day programme) or Option C (one day programme) [*Choose one option*] to be the basis for planning the AGM & Conference 2019.

A vote was held regarding the above recommendations.

6 Board members were in favour of Option B

3 Board members were against

There were no abstentions. As Chair, the Kaiwhakahaere did not vote

Moved:	Andrew Cunningham
Seconded:	Cheryl Hammond
CARRIED	

A Board member said that he would like the issue of the Chief Executive's workload to be addressed. The Chief Executive advised that the Chair of CEEC had offered temporary assistance to the Chief Executive, however the Chief Executive said that if this approach is adopted, initially the workload decreases however when the temporary assistance is no longer available, the workload actually increases. A Board member spoke about why the Board Secretariat was not included in the consideration of the other four business cases. The Kaiwhakahaere asked for an indication of the Board's support for this. The Chair of CEEC was asked to lead the conversation relating to reducing the Chief Executive's workload.

8. Investment Portfolio

The Chair of the Audit & Risk Committee took this report as read and advised that the Committee had no concerns regarding this report.

Recommendation

The Audit & Risk Committee recommends that the Board:

1. **Receive** the Report on Investment Portfolio for the year ended 31 December 2018.

Moved:	Cheryl Hanham
Seconded:	Cheryl Hammond
CARRIED	

9. Report on Risk Register

The Chief Executive advised the Risk Register had been addressed by the Audit & Risk Committee at its meeting of 30 January 2019. The Chair of the Audit & Risk Committee advised that after extensive discussion, changes had been made to the media section, the associated reputational risk to NZNO and therefore that the risk be increased from medium to high. The Audit & Risk Committee also discussed the governance section, however no decisions as to amendments were made. The Chair of the Audit & Risk Committee advised that the Audit & Risk Committee had discussed whether the risk for the President and Kaiwhakahaere should be separated. The Kaiwhakahaere and President declared their

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conflict of interest with regard to this discussion. In response to a query from the President, the Chair of Audit & Risk Committee advised that the Kaiwhakahaere and President's roles are different and they also have different contractual arrangements. The Chair of the Audit & Risk Committee informed the Board of the changes made to the risk register.

Recommendations

The Audit & Risk Committee recommends that the Board:

1. **Receive** the Privacy Officer's Report.
2. **Provide** feedback on risk management to the Board.

A vote was held regarding the above recommendation.

8 Board members were in favour

0 Board members were against

There was 1 abstention. As Chair, the Kaiwhakahaere did not vote.

As there was consensus from the Board, it was **agreed** to separate the President and Kaiwhakahaere in the risk register.

Moved:	Cheryl Hanham
Seconded:	Cheryl Hammond
CARRIED	

10. Staff Engagement Survey: update on Action Plan

This report was taken as read.

Recommendation

That the Board:

1. **Notes** this update.

Moved:	Cheryl Hanham
Seconded:	Karen Naylor
CARRIED	

11. Health and Safety: Minutes from Health & Safety Committee meeting

This report was taken as read.

Recommendation

That the Board:

1. **Receives** the National Health & Safety Committee minutes of the meeting held on Wednesday 28 November 2018.

Moved:	Cheryl Hanham
Seconded:	Cheryl Hammond
CARRIED	

12. Third quarter report on progress against Annual Plan 2018/19 service performance measure

This report was taken as read.

Recommendation

That the Board:

1. **Receive** the third quarter report on progress against Annual Plan 2018/19 service performance for the period 1 April 2018 to 31 December 2018.

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Moved:	Karen Naylor
Seconded:	Andrew Cunningham
CARRIED	

13. International Council of Nurses (ICN): Update on Activities including the Council of National Representatives (CNR) and Congress 2019

Attendance of representatives from the National Student Unit and Te Rūnanga Tauira to the ICN Student Assembly 2019

This part of the report was taken as read. A Board member advised that due to the cost involved, she was not supportive of student attendance.

Recommendation

That the Board:

1. **Agree/Do not agree** (choose one) to NSU and TRT representatives attending the ICN Student Assembly and Congress as per **Option 1/Option 2/Option 3** (choose one option).

Moved:	Karen Naylor
Seconded:	Maria Armstrong
CARRIED	

A vote was held regarding the above recommendation.

9 Board members were in favour

0 Board members were against

There were no abstentions. As Chair, the Kaiwhakahaere did not vote.

CNR and Congress 2019

This part of the report was taken as read.

Recommendations

That the Board:

1. **Receives** the update report on ICN activities for the Month of November 2018.
2. **Approve** NZNO's participation at the ICN's CNR 2019 and NZNO's delegation to consist of the President, Kaiwhakahaere, and the Chief Executive.
3. **Approve** that NZNO's delegation make decisions at the ICN's CNR which do not compromise the position of NZNO, and that they will report back on the event and any decisions made.

A vote was held regarding the above recommendations.

8 Board members were in favour

0 Board members were against

There was 1 abstention. As Chair, the Kaiwhakahaere did not vote.

Moved:	Cheryl Hanham
Seconded:	Karen Naylor
CARRIED	

14. South Pacific Nurses Forum (SPNF): Update and Activities

This report was taken as read.

Recommendation

That the Board:

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1. **Receives** the update about the SPNF activities for the month of December 2018 and January 2019.

Moved:	Karen Naylor
Seconded:	Maria Armstrong
CARRIED	

15. Global Nurses United: Update and activities

This report was taken as read.

Recommendation

That the Board:

1. **Receives** the update about GNU activities for the month of December 2018 and January 2019.

Moved:	Cheryl Hanham
Seconded:	Eseta Finau
CARRIED	

Those items in the Chief Executive's report that are for discussion/noting and information only included:

1. **Monthly Dash Board Report (priority projects and consolidated financial summary) to include year-end forecasts**

This report was taken as read.

Recommendation

That the Board:

1. Receive and note the financial report for the period to 31 December 2018.

Moved:	Karen Naylor
Seconded:	Maria Armstrong
CARRIED	

2. **Corporate Services & Human Resources – report on core business against Strategic Plan outcomes and objectives**

The Chief Executive advised he was happy to take questions from the Board. The President asked for clarity about the diversification of revenue streams. In response, the Chief Executive advised that he would have the figures checked.

Recommendation

That the Board:

1. **Receive** and **note** the contents of the Corporate Services & Human Resources report.

Moved:	Maria Armstrong
Seconded:	Grant Brookes
CARRIED	

3. **Membership Support Centre – Report for the period 1 April to September 2018**

This report was taken as read.

Recommendations

That the Board:

1. **Receives** the Member Support Centre six monthly report for the period 1 April to 30 September 2018.

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2. **Notes** that the Member Support Centre six monthly report for the period 1 April 2018 to 30 September has been circulated to member groups.

Moved:	Maria Armstrong
Seconded:	Grant Brookes
CARRIED	

4. Colleges and Sections Activity

There is no update to report on this topic.

5. Publications/Position Statements

This update was taken as read.

Recommendations

That the Board:

1. **Notes** the summary of changes to the Guidelines for Nurses on the Administration of Medicines.
2. **Notes** the revised Guidelines for Nurses on the Administration of Medicines were published during December 2018.

Moved:	Cheryl Hammond
Seconded:	Maria Armstrong
CARRIED	

13.0 Matters Arising from the Minutes

At yesterday's Board meeting, the President was asked how he came to know that the Board's availability was being sought with regard to a teleconference in July 2018. In response, the President gave a verbal assurance that matter would be responded to, but not in that forum, and that he would address the confidentiality breach. The President advised that the Kaiwhakahaere had advised him of the meeting during a discussion and that a former Board member had also mentioned something in passing.

The Board asked the President how his lawyer obtained or got access to the personal email addresses of the Board. The President did not wish to answer this question due to legal privilege. A Board member said that due to the ongoing nature of this matter, she'd like the Board to address and resolve it for once and for all. The Kaiwhakahaere asked the Board whether a teleconference specifically to deal with this matter should be organised and suggested that the teleconference occur next week. A Board member said that the availability of the co-leaders, Chief Executive and PA to the Chief Executive should be ascertained first and then date/time options presented to the Board.

Minutes Arising from the Minutes – Action List

The Board went through the action list item-by-item and advised of updates and progress made.

18.0 HONORARY NOMINATIONS

18.1 Keelan Ransfield

The Kaiwhakahaere declared her conflict of interest for this item and handed the Chair role to the President.

Recommendation

That the Board:

1. **Consider** and **approve** the honorary membership nomination for Keelan Ransfield.

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Moved:	Cheryl Hammond
Seconded:	Cheryl Hanham
CARRIED	

A vote was held regarding the above recommendation.

8 Board members were in favour
0 Board members were against
There were 2 abstentions

18.2 Whaea Queenie Komene

The Kaiwhakahaere declared her conflict of interest for this item and handed the Chair role to the President.

Recommendation

That the Board:

1. **Consider** and **approve** the honorary membership nomination for Whaea Queenie Komene.

Moved:	Cheryl Hammond
Seconded:	Cheryl Hanham
CARRIED	

A vote was held regarding the above recommendation.

8 Board members were in favour
0 Board members were against
There were 2 abstentions

19.0 Correspondence

This item relates to the Board vacancy and will be discussed at the upcoming teleconference which is yet to be arranged.

20.0 Karakia

Eseta Finau closed the meeting with a karakia.

The meeting closed at 2.47pm.

Chairperson: _____

Date: _____