

**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
Wednesday, 11 December 2019 from 9am-5pm**

Present

Grant Brookes	President
Kerri Nuku	Kaiwhakahaere (Chair)
Cheryl Hanham	Vice President
Titihuia Pakeho	Tumu whakarae
Andrew Cunningham	
Margaret Hand	
Anamaria Watene	
Sela Ikavuka	
Simon Auty	
Anne Daniels	
Katrina Hopkinson	

Apologies

Nil.

Staff in Attendance

Memo Musa	Chief Executive
Michelle Evans	Minute taker
David Woltman	Manager Corporate Services
Cee Payne	Industrial Services Manager
Mairi Lucas	Manager Nursing and Professional Services
David Wait	Lead Advocate, DHB MECA negotiating team

1.0 Karakia

Titihuia Pakeho opened the meeting with a karakia.

1.1 Welcome

The Kaiwhakahaere welcomed attendees to the meeting.

1.2 Apologies

No apologies were received for this meeting.

1.3 Order of agenda items and confirmation of agenda

The order of items on the agenda was confirmed.

1.4 Register of interests

The Register of Interests was updated prior to the meeting and circulated with the agenda. The following amendments were advised:

- Add member of Mental Health Nurses Section for Grant Brookes
- Add member of College of Child & Youth Nurses for Grant Brookes
- Remove NERF Māori representative for Margaret Hand
- Remove 2IC National Delegate, CMDHB for Sela Ikavuka
- Add member of Central Regional Council for Andrew Cunningham
- Add member of College of Respiratory Nurses for Andrew Cunningham

Confirmed

- Add National Delegate, MidCentral DHB for Andrew Cunningham

1.5 Declaration of Conflicts in relation to this meeting

No conflicts of interest were declared:

2.0 Board Only Session

The Chief Executive was not party to this discussion.

3.0 Board Values

A Board member suggested the word “kindness” be inserted into the Board values.

The Chief Executive joined the meeting at 9.52am.

The Board held a discussion about where to insert “kindness” into the Board values and it was agreed that Anne Daniels will work with Anamaria Watene to complete a new bullet point called “manaakitanga” which would include kindness.

4.0 DISCUSSION PAPERS

4.1 BOD Meeting Minutes Process and Timeframes

A Board member advised that, being a new Board member, she was not aware of the process for the Board minutes being made available to members and the period of time it takes for the minutes to be available concerned her.

The Board member was informed by the Chief Executive of the process relating to Board minutes and the Chief Executive advised that there is not enough resource for Board work and operational business as usual. The Board member said her proposal was to have a dedicated secretariat resource for the Board. The President advised that a business case for a dedicated secretariat resource had been refused by the Board twice in the past, on the grounds of cost. The President said he was concerned about the proposal and said that the Constitutional role of the Chief Executive must be observed by the Board and this includes supervision and control of all employees of NZNO. The Kaiwhakahaere said that the PA to the Chief Executive provides the minutes in a reasonable timeframe and sometimes the delay is due to other parties reviewing the minutes prior to the Board receiving them. The Kaiwhakahaere invited the Chief Executive to speak and the Chief Executive said that previously the minutes consisted of action points and resolutions, then the Board requested that context be provided as members would not understand what was behind the agreed actions and resolutions. The Chief Executive advised that the Institute of Directors’ standards which had been cited by a Board member are premised on Boards which meet over four hours and the NZNO Board meets for two full days; this adds complexity to the minute taking due to the length of the meeting. The President said he would like to see Board members work through more meetings in order to become familiar with the Board’s usual way of doing things before changes are contemplated.

Resolutions

~~That the Board directs management to meet current best practice standards as follows:~~

- ~~1. Meet with NZNO staff involved in the development of the BOD agenda, writing and processing of the BOD meeting minutes to brainstorm processes that will enable the following:
 - ~~a. All BOD members are contacted by the BOD secretary 4 weeks prior to the next due meeting and asked to submit any agenda items for the next meeting~~
 - ~~b. BOD decisions on motions passed and actions to be completed (by whom and by when) to be projected onto wall of meeting room to promote discussion and accuracy during meeting~~
 - ~~c. Meeting minutes will be checked by the Chair and then circulated to all BOD members within 3 working days of the meeting completion.~~
 - ~~d. BOD members will review the minutes, submit any required changes for perusal by BOD members for agreement, within 5 working days.~~~~

Confirmed

- e. ~~Meeting minutes will be approved and shared on the NZNO website for members' perusal within 2 weeks of the meeting completion.~~

Moved:	Nil
Seconded:	Nil
WITHDRAWN and on hold	

As there was no mover nor seconder for the resolutions above, the Kaiwhakahaere asked that the item be withdrawn and put on hold and this was accepted by the Board member who submitted the discussion paper.

4.2 NZNO BOD MECA Subcommittee

The Board member who submitted the discussion paper asked if the Board had read the paper and this was confirmed. The Board member said there was a process in the Constitution which allows the Board to create such a subcommittee. The Board member said the background is that she is a member and delegate and in the context of the last DHB MECA negotiations, this is an opportunity for NZNO to turn the tide for disaffected members and have some wins in this space.

A Board member, whilst agreeing with what another Board member had said, advised that the Board cannot become involved in operational matters and the Chief Executive has executives and staff who feedback and provide reports to the Board. A Board member said his view was that creating a DHB MECA subcommittee is more work for the Board when realistically the Board needs to focus on the strategic aspect. The Board member believes a subcommittee will not be helpful and all it would do is hinder operations.

A Board member said the Board had made a commitment to the 15 recommendations in the Ross Wilson report and having a subcommittee would be seen as the Board taking them seriously.

A Board member said the Board setting up a subcommittee signals to members that the DHB MECA negotiations are being taken seriously.

A Board member said this is why we have Regional Councils and Te Rūnanga groups as DHB MECA matters should be discussed there – she was also mindful, as Board members, how far they venture into operational business. The Board also noted that there are many other collective agreements negotiated for members, and that there is a risk in being too DHB-focused at the cost of other sector. The Board had wider responsibilities.

The Kaiwhakahaere requested that the discussion paper be parked so the Board could have a discussion. After being asked by the Kaiwhakahaere to comment, the Chief Executive said it was up to the Board whether they set up a subcommittee, however he advised caution regarding any overlap with the responsibilities negotiation team as the roles are quite clearly delineated in the Constitution. The Chief Executive said the Board's role is oversight, making sure there is a plan and that it is being resourced and delivered on time. The Chief Executive added that whether this will be achieved by the subcommittee meeting regularly must be balanced against the time needed for doing the work and preparing reports for the subcommittee including organising the meetings, taking minutes and who would undertake these tasks?.

The President said that he believes in the rationale behind the creation of the subcommittee. The Kaiwhakahaere said that she saw that the DHB MECA had an impact and is significant to members, NZNO is a member-driven organisation but the members are not in the driving seat, and members have said they felt like they were not in control of the DHB MECA process.

The Chief Executive said that some of the Board's discussion made him uneasy and he has not heard anyone ask what the Board was going to do to support staff doing this work to do their job well, and how that support will be provided.

Confirmed

It was moved that the Board go into Committee.

Moved:	Andrew Cunningham
Seconded:	Margaret Hand
CARRIED	

It was moved that the Board come out of Committee.

Moved:	Grant Brookes
Seconded:	Andrew Cunningham
CARRIED	

Resolution

That the Board:

1. Establishes a MECA subcommittee to enact Recommendation 4 (and any other related recommendations) as per the 2019 NZNO MECA bargaining and campaign process review and the NZNO Constitution 2019-2020.

Moved:	Anne Daniels
Seconded:	Grant Brookes
CARRIED	

The Board member who authored the NZNO BOD MECA Subcommittee discussion paper advised that it was a draft document and was not yet complete as the process and Terms of Reference need to be worked on.

A vote was held regarding the above resolution.

10 Board members were in favour
No Board members were against
There were no abstentions

It was agreed by the Board that Katrina Hopkinson and two Te Rūnanga members would be members of the NZNO BOD MECA subcommittee. Andrew Cunningham and the President advised the Board that they were happy to be involved in the subcommittee. The Board agreed they would discuss this matter further offline.

5.0 STRATEGIC ENVIRONMENTAL SCAN

5.1 Strategic Discussion

Matters arising from strategic workshop held 10 Dec 2019

Nil.

5.2 Board Annual Work Plan

The Board took this item as read.

6.0 LEADERSHIP REPORT

The President highlighted a few points for the Board, advising that those sitting at the Board table for a longer period of time may have noticed the change in size of the leadership cover sheet. The President advised this was a conscious effort as the work detailed in the leadership report had been done by the President and Kaiwhakahaere jointly as co-leaders.

Annual Board Evaluation

A Board member queried if Diligent could be used for Board evaluation purposes as he believes there are templates for self-evaluation available in Diligent. The President said that cultural competency questions would not be available in Diligent, however there had been cultural competency questions developed for a previous Board evaluation. A Board member said she preferred verbal methods of evaluation. It was confirmed that the Board's self-

Confirmed

evaluations are confidential to the Board. The Board discussed commencing the evaluation around September 2020. The President added that there is an online Institute of Directors' evaluation and confirmed that a face-to-face debrief was organised last time.

Recommendations

That the Board:

1. **Determines** a **Investigates** the processes for undertaking a whole of Board and individual member (self-assessment) evaluation.
2. **Agrees** that the evaluation will be commenced ~~conducted~~ in August 2020 in the first half of financial year 2020/21 following the commencement of professional development for new NZNO directors.

Moved:	Grant Brookes
Seconded:	Cheryl Hanham
CARRIED	

Stakeholder Relationship – Nursing Council

12pm

Nursing Council attendance at the Board meeting.

- To'a Fereti, Chair who also noted that she is the Clinical Nurse Director, Division of Medicine and Clinical Support Services, Counties Manukau Health
- Catherine Byrne, Chief Executive
- Pam Doole, Manager Strategic Programmes

The Tumu whakarae welcomed the Nursing Council to the Board meeting. The Board introduced themselves to the Nursing Council.

The Chief Executive of the Nursing Council thanked the Board for the provision of subject matters for their attendance and said it would be good to hear from the Board about what they're dealing with e.g. public safety. The Nursing Council Chief Executive advised that the Nursing Council was put in place to administer the Health Practitioners Competence Assurance Act (2003) by regulating nurses, rather than being there for the profession. The Nursing Council Chief Executive said that regulatory standards are set for the profession but the Nursing Council are not to lead the profession – they are an independent statutory authority whose role is to protect the public by regulation. The Health Practitioners Competence Assurance Act (2003) sets out functions, principles etc.

How the Nursing Council works:

- Focused on public safety
- Independent
- Fair
- Transport
- Proportionate
- Connected to the profession they regulate as they work to bridge the gap between professional standards and the daily practice of a profession.

Main areas of work:

- Nursing Council is the independent regulator for nurses in New Zealand
- Our role is to protect the public by regulation
- The Health Practitioners Competence Assurance Act (2003) sets our functions, with the principal purpose of the Act to protect the health and safety of the public
- We set standards and take actions if concerns are raised regarding a nurse's practise
- We support nurses to provide the safest and best care to the public of New Zealand
- Act's purpose is essentially outward – on protecting the safety of the public – rather than inward – on prioritising the welfare of the profession.

What the Nursing Council do not do:

Confirmed

- Regulate systems
- Regulate HCAs
- Regulate nursing students with the exception of health notifications
- Campaign on behalf of nurses
- Set minimum staffing levels
- Accredite or monitor programmes other than those that lead to a prescribed nursing qualification

Regulatory right touch

- The level of regulation is proportionate to the risk to public safety
- Use regulation only when necessary
- Identify the problem before the solution
- Get as close to the problem as possible
- Keep it simple
- Maintain agility and be light on our feet to respond to change
- Complies with the rules of natural justice
- Nurses are informed and have the opportunity to respond to any allegations or information provided about their practice or conduct
- Nurses are provided with opportunity to respond to any proposal to suspend or include conditions.

Stats

- *NZ has 58,206 Nurses with an APC*
- *373 Nurse Practitioner*
- *2,490 Enrolled Nurse*
- *55,343 Registered Nurse*

The Nursing Council accredits and monitors the following education programmes

7 Enrolled nurses

19 Bachelor of nursing (ITP, Wānanga, BNM and BNP and University)

5 Graduate entry masters

8 Nurse prescribers

Regarding the Nursing Council's functions, section 118 of the Health Practitioners Competence Assurance Act (2003) is prescriptive and details how the Nursing Council will protect the public.

The Board posed questions which were responded to by the Nursing Council. Regarding protection in the public space being the Nursing Council's mandate, they were asked about staffing levels to which there was no response. The Nursing Council advised that kawa whakaruruhau is due for review by the Nursing Council. The Board was advised that work is being done as to how the Nursing Council can integrate bicultural aspects such as cultural safety into what should be the pre-registration requirements and possible post-registration requirements for Internationally Qualified Nurses (IQNs). A Board member commented that she believes IQNs need more support for te Tiriti o Waitangi, especially in the first year. The Vice President said that nurses are struggling on the floor due to staff shortages and are subject to violence at work. The Chief Executive of the Nursing Council spoke of the public having trust and confidence in nurses to provide the best healthcare and spoke to the Nursing Council's crucial relationships with the Chief Nurse, NZNO etc, saying that the Nursing Council's ability to exert influence in the healthcare space was vital.

The NZNO Board thanked the Nursing Council for their attendance at today's Board meeting and the Nursing Council thanked the Board for their invitation to attend.

The Nursing Council staff left the Board meeting at 1.15pm.

The Board took a lunch break from 1.16pm to 1.35pm.

The Chief Executive left the meeting at 1.16pm.

LEADERSHIP REPORT (continuation of item 6.0)

Board budget performance

The President presented a report showing that total Board expenditure for the six months to 30 September 2019 was \$241k against the half-year budget of \$102k. He stated that this included legal expenditure of \$139k against the half-year budget of \$10k. He noted that \$19k of the \$139k legal expenditure related to AGM & Conference and had been coded to the Board, but those costs may be recoded to another cost centre. The President concluded that the primary reason for the Board overspend is due to legal costs.

The Chief Executive re-entered the meeting at 1.38pm.

The President gave the Board a heads-up that additional unbudgeted expenses occurring after 30 September 2019 meant that the Board cost centre is more overspent than shown in the report and asked whether the Board wanted to look at cost savings. The Chief Executive advised he had spoken to the President recently about the coding of the legal costs related to the SGM and AGM and said he would speak to the Manager Corporate Services about the coding, advising he would first ensure that the coding is correct.

Recommendations

That the Board:

1. **Receive** the Financial Summary for September 2019 for Board cost centre.
2. **Note** that Board expenditure is over budget by \$139K for the first half of 2019/20, including a \$129K over-spend on legal costs.

The President moved recommendations (1) & (2) above.

Moved:	Grant Brookes
Seconded:	Andrew Cunningham
CARRIED	

- ~~3. **Determine** a savings plan for the second half of 2019/20.~~

As to recommendation (3) above, the Kaiwhakahaere asked if the Board wished to do anything and after a brief discussion the Kaiwhakahaere asked if the Board would like to remove recommendation (3) and this was agreed.

The Board agreed that a discussion regarding the Board budget take place at the meeting in February 2020.

Constitutional review

The Board agreed that a Constitutional review needed to be undertaken and said this item in the leadership report was timely.

Recommendations

That the Board:

1. **Agrees** that a review of the NZNO Constitution will follow the completion and adoption of the Strategic Plan 2020/25.
2. **Determines** that any Constitutional review will be conducted biculturally, by two external facilitators each of whom has legal expertise and prior knowledge and engagement with NZNO, and including at least one facilitator nominated by Te Poari.
3. **Determines** that any Constitutional review will retain the MOU between NZNO and Te Rūnanga including clause 31.3 of the Constitution.
4. **Agrees** that the following parts of the Constitution will be out of scope for any review, to ensure stability and integrity while reviewing member structures: Clauses 1-5 (including Vision, Mission and Philosophy), clauses 25.2.3 (Remit Committee) and 29

Confirmed

(Voting for Constitutional and Policy Remits), and Schedule Three (Election of Board members).

5. **Agrees** that terms of reference for a Constitutional review will be developed in accordance with recommendations 2-4, and presented in conjunction with the Strategic Plan 2020/25 at the 2020 NZNO AGM.

Moved:	Grant Brookes
Seconded:	Cheryl Hanham
CARRIED	

The Kaiwhakahaere was concerned about Te Poari being placed in a vulnerable position with regard to the Constitution review. The President spoke of the Constitution stating that the principles of te Tiriti o Waitangi be reflected in the work of NZNO. It was agreed by the Board to add a new recommendation numbered (3) above in order to retain the intention of the Memorandum of Understanding between NZNO & Te Rūnanga .

Board constitutional or policy remits for 2020

The Kaiwhakahaere outlined for the Board the rationale behind a 2018 remit and advised that the Constitution states that the Chief Executive must bring all remits to AGM.

Recommendations

That the Board:

1. **Agrees** to prepare a Constitutional Remit to update and amend Clause 25.2.3.3ii, in accordance with the intention expressed in the original 2018 Remit, and to bring Clauses 25.2.3.3ii and 31.3 into agreement.
2. **Agrees** to prepare a Policy Remit that NZNO ensures an evaluation of CCDM is presented to NZNO AGM 2021, along with a set of campaign options for additional mechanisms to achieve Safe Staffing across all Health Sectors, including nurse:patient ratios.

Moved:	Cheryl Hanham
Seconded:	Andrew Cunningham
CARRIED	

- ~~3. **Identifies** any other Board Remits to be prepared.~~

Recommendation (3) above was put on hold until February's Board meeting. The Vice President suggested that the Board provide the Leadership Team with any suggested remits in time for the first Leadership Team meeting on 13 January 2020.

4. **Assigns** the drafting of Board Remits to selected Board members, for presentation at the February 2020 Board meeting.

For presentation at the February 2020 Board meeting:

- It was agreed that the Kaiwhakahaere and President would draft the Constitution remit as per recommendation (1) above.
- The President agreed he would draft the policy remit as per recommendation (2) above, assisted by Anne Daniels.

Moved:	Cheryl Hanham
Seconded:	Andrew Cunningham
CARRIED	

6.1 Kaiwhakahaere's Report

The Kaiwhakahaere advised she was happy to receive questions from the Board. A Board member asked if the South Pacific Nurses Forum could be assisted by the Board and was advised by the Kaiwhakahaere that this update formed part of the Chief Executive's report.

Confirmed

In response to a query posed by a Board member, the Chief Executive clarified that approval processes detailed in the Kaiwhakahaere's report are related to external researchers asking NZNO for data. The Chief Executive advised that this policy had been revised earlier this year with input from the Policy Analyst Māori as to how to protect the integrity of Te Rūnanga members' information/data. A Board member asked how tikanga was monitored and the Kaiwhakahaere advised that every submission is analysed to ensure it reflects the intention and there is a document development policy so anything developed goes through Te Poari. The Board discussed an equity lens and the Chief Executive advised that this would form a report in his Chief Executive report to the Board for February 2020.

Recommendations

That the Board:

1. **Note** the contents of this report.
2. **Approves** the Kaiwhakahaere's work plan (Appendix 3)

Moved:	Kerri Nuku
Seconded:	Cheryl Hanham
CARRIED	

6.2 President's Report

The President noted he should have put the AGM item into the leadership report as a co-leader item as currently this is an appendix in the President's report.

The President nominated Sela Ikavuka as an NZNO representative for the Komiti Pasefika at CTU which was seconded by Margaret Hand. Sela advised the Board she had not accepted the nomination yet.

The Board had a brief discussion about nurse:patient ratios, CCDM, TrendCare. The Board discussed the Board representative on the Komiti Pasefika. The Kaiwhakahaere said she would add to her work plan seeking the Terms of Reference for the Komiti Pasefika so that nominees for the role of NZNO representative on Komiti Pasefika might have more information about what it entails.

Recommendations

That the Board:

1. **Receive** the remits passed at the CTU Biennial General Meeting.
2. **Note** that there may be operational and budgetary implications for NZNO, as yet unquantified by the Chief Executive, with Remits 7 and 8.
3. **Ratify** the voting decisions of NZNO delegates and **endorse** the Remits passed at the CTU Biennial General Meeting.
4. ~~**Appoint** an NZNO representative to the Komiti Pasefika representative structure of the CTU.~~

It was agreed by the Board that the process for recommendation (4) above is to be managed by the Kaiwhakahaere.

Moved:	Grant Brookes
Seconded:	Cheryl Hanham
CARRIED	

Recommendations

That the Board:

1. **Notes** the content of the President's Report.
2. **Approves** the President's annual work plan.

Confirmed

Moved:	Grant Brookes
Seconded:	Cheryl Hanham
CARRIED	

The Te Poari report was addressed after the Chief Executive's report and after the Membership Committee report.

7.0 Te Poari Report

This report was taken as read. The President advised that the Membership Committee wished to make changes to the criteria for honorary membership and he provided details relating to this. The Kaiwhakahaere said that there is not an accurate up-to-date list of honorary members or a specific process in place. The Kaiwhakahaere said those who are honoured should be invited to AGM and hui so they are acknowledged and there is not currently any criteria nor information about what the person being nominated has achieved. The Board agreed to re-word recommendation (3) below as shown in italics.

Recommendations

That the Board:

1. **Accept** the Te Poari report.
2. **Approve** the annual work plan for Te Poari.
3. **Endorse** for implementation the honorary awards criteria *with the inclusion of midwifery and nursing assistants.*
4. **Note** the Te Poari Charter.

Moved:	Titihuia Pakeho
Seconded:	Andrew Cunningham
CARRIED	

The Membership Committee report was addressed after the Chief Executive's report and prior to the Te Poari report.

8.0 Membership Committee Report

The Kaiwhakahaere advised that the Board would discuss the Membership Committee work plan and their Charter with them in February 2020. The President advised he would contact the Membership Committee to convey this information. The Board discussed creating an agenda for the meeting with Membership Committee in February and the President and Vice President agreed to develop an agenda, including time requirements. It was agreed that the Membership Committee would be present at the Board meeting for three hours including lunch. As to the strategic plan review, the Board agreed that Margaret Hanson be allocated an hour.

9.0 Chief Executive Employment Committee (CEEC)

There was no update for this item.

The Chief Executive's report was addressed prior to the Te Poari and Membership Committee reports.

At 2.03pm, the Manager Corporate Services, Industrial Services Manager and Lead Advocate joined the meeting.

10.0 Chief Executive's Report

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

1. **Electronic decision relating to member complaint**

The Kaiwhakahaere asked the Chief Executive to address his report and he responded by advising that this item was for the Board to ratify an electronic decision.

Recommendation

That the Board:

Ratify its electronic decision to:

1. Appoint Board Complaints Manager Cheryl Hanham to manage the complaint received from [redacted] on 1 October 2019, in accordance with the draft Board Complaints, Concerns and/or Conflict Policy.

Moved:	Grant Brookes
Seconded:	Andrew Cunningham
CARRIED	

2. Draft DHB/NZNO MECA Negotiation Plan 2020

The Chief Executive advised that a paper had been loaded onto Diligent for the Board which provided the Board with an overview of the draft DHB/NZNO MECA Negotiation plan 2020 'the draft plan'. The Lead Advocate was invited by the Chief Executive to provide the Board with an overview of the draft plan, advising that Board feedback would be received and next steps decided.

The Manager Nursing and Professional Services joined the meeting at 2.07pm.

The Board introduced themselves to the Lead Advocate who in turn introduced himself and provided the Board with an overview of his role. The Lead Advocate advised that the draft plan the Board had been supplied was in-part a planning process document, it is a living document i.e. is fluid and it changes a lot. The Lead Advocate said the NZNO approach in the draft plan fitted in with standard organising tools but it had grounding in NZNO's history i.e. recent events and has come out of DHB MECA review and has also come out of discussion of most senior organisers who do collective bargaining. The Industrial Advisor reported that delegates would be empowered for the upcoming DHB MECA negotiations. The Lead Advocate said that discussions with other public sector organisations had been undertaken about how they do their bargaining and key within this was a need for NZNO to have members who would run their campaign at the local DHB level. The Lead Advocate said that a month's worth of meetings within DHBs with delegates had just been undertaken. The Lead Advocate said that actions will be measured using the NZNO DHB MECA Campaign organising diamond (illustrated below).



The Lead Advocate said that delegates and members would be running the process as much as possible. The Lead Advocate said that a centralised campaign is considerably cheaper, however local campaigns supported by a centralised campaign involves significant time and money and cost to NZNO and he believes this approach should be taken this time.

Confirmed

The Kaiwhakahaere asked the Board members if they had any views or comments for the Lead Advocate and the Board availed themselves of this opportunity.

In response to a question from the Tumu whakarae, the Lead Advocate responded that partnership and Te Tiriti o Waitangi obligations are detailed within the bargaining document. In terms of practicality, the Lead Advocate said there would be a co-chair system for the local organising committees and a set task for them would be to identify and organise Māori within DHBs. He noted that part of the problem is that this is being built, it's not an existing partnership and time needs to be spent to build. The Lead Advocate said on the bargaining team should be at least two Māori representatives and he'd had discussions with an Organiser and the Policy Advisor Māori as to how this would work best for Māori and they had suggested that the Kaiwhakahaere or Te Poari would support the suggestion of Māori putting their hands up. The Lead Advocate said that the bargaining team needs to be supported by Māori. The communications matrix was appreciated by the President.

The Kaiwhakahaere said that the Lead Advocate's information would be considered relating to the establishment of a NZNO DHB MECA Board subcommittee.

The Kaiwhakahaere thanked the Industrial Services Manager and Lead Advocate for their attendance at the Board meeting.

The Lead Advocate left the meeting at 3.15pm.

3. Development of a Model of Māori wellbeing across NZNO services

The Chief Executive signalled that this piece of work is running behind, will be progressed and an extension would be sought to the period of the fixed term position to enable the work to be done. The Chief Executive invited the Manager Nursing and Professional Services to speak about the model of Māori wellbeing. The Manager Nursing and Professional Services provided the Board with details pertaining to recruitment and said the timeline for the person to start was in February 2020 (part time) and from April 2020 full time. The Kaiwhakahaere said that the Cultural Advisor would be wearing two hats and that would be difficult, saying that a lens is needed to identify gaps and barriers and it's hard to work in two roles with two different managers. The Industrial Services Manager detailed how the reporting lines would work and the Chief Executive suggested that the transition be organised after the Board meeting in order to provide clarity.

Recommendations

That the Board:

1. **Notes** that the recruitment into the temporary fixed term role of Māori Cultural Advisor has been completed.
2. **Notes** that there was a delay in the role being started.
3. **Support** the extension of the temporary fixed term role of Māori Cultural Advisor to undertake the development of a Model of Māori wellbeing from January 2020 through to the mid-financial year 2020/21.

Moved:	Cheryl Hanham
Seconded:	Andrew Cunningham
CARRIED	

4. Annual NZNO Insurance Review and renewal: scope of review sign off

The Chief Executive advised this paper had been to the Audit & Risk Committee and asked if the Manager Corporate Services had anything to add. The Manager Corporate Services took the report as read and invited questions from the Board.

Recommendation

The Audit and Risk Committee recommends that the Board:

Confirmed

1. **Authorises** the Chief Executive Officer to request NZNO's Insurance Brokers to seek renewal term and cover for areas and levels as current the Annual NZNO Insurance and conclude an agreement for insurance for the year 1 April 2020 to 31 March 2021.

Moved:	Andrew Cunningham
Seconded:	Simon Auty
CARRIED	

A vote was held regarding the above resolution.

10 Board members were in favour

No Board members were against

There were no abstentions

5. Preparation for Annual General Meeting (AGM) and Conference 2020

The Chief Executive advised that the AGM & Conference Project Group meets regularly and these meetings involve the Kaiwhakahaere and President. The Chief Executive advised that there is not yet a conference theme for 2020 but the ICN International Nurses Day theme is Nurses: A Voice to Lead – Nursing the World to Health. The Chief Executive advised that in the past the ICN theme has been changed slightly to meet the unique nature of New Zealand. The Chief Executive advised that this year the theme does not suit the New Zealand environment so the Project Team will be coming up with another theme. As to the AGM & Conference in 2020, the Chief Executive advised that three options had been put to the Board, the Project Team were working with Colleges & Sections about the length of the Colleges & Sections day and the decision was made by the Project Team to seek the Board's input. The Board discussed various options for the AGM & Conference in 2020.

With regard to recommendation (3) below, it was moved that the Board agree to option 3 relating to the 2020 AGM & Conference programme.

Recommendations

That the Board:

1. **Note** that the IND theme for 2020 as announced by the ICN is ***Nurses: A Voice to Lead – Nursing the World to Health.***
2. **Note** that preparation and planning for AGM/Conference 2020 has commenced.
3. **Direct** the project group to use Option 3 for the AGM/Conference format as the basis for planning.

Moved:	Andrew Cunningham
Seconded:	Katrina Hopkinson
CARRIED	

6. Scope of External Audit 2019/20 and fees

The Chief Executive took this report as read.

Recommendation

The Audit and Risk Committee recommends that the Board:

1. **Receive** and **note** the external audit strategy for the year ended 31 March 2020.
2. **Note** that the Engagement letter will be signed by the President and Kaiwhakahaere.

Moved:	Andrew Cunningham
Seconded:	Katrina Hopkinson
CARRIED	

7. Colleges and Sections Activity: rule change endorsement

The Chief Executive took this item as read.

Confirmed

Recommendation

That the Board:

1. **Endorse** the College of Child and Youth Nurses' rule change agreed at the AGM held on 17 October 2019 permitting student nurses to be members of the College.

Moved:	Andrew Cunningham
Seconded:	Cheryl Hanham
CARRIED	

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

1. **Monthly dash board report including financial summary. Review monthly financial report and performance**

The Chief Executive asked the Manager Corporate Services to provide the Board with an update relating to membership numbers as at November 2019. The latest membership statistics were tabled and the Manager Corporate Services advised the statistics detailed an upward swing to membership numbers. The Manager Corporate Services advised that there are approximately 100 people with honorary membership and NZNO is looking to subscribe to Births, Deaths & Marriages to receive pertinent information. A Board member said she would like to correct misinformation which is in the public arena by including the membership numbers in Kai Tiaki as part of the Board page and this was agreed by the Chief Executive. In response to a query from a Board member, the Chief Executive confirmed that those members on maternity leave would pay a reduced membership fee.

Recommendation

That the Board:

1. **Receive** the dashboard and financial report for the half year to 30 September 2019.

Moved:	Cheryl Hanham
Seconded:	Andrew Cunningham
CARRIED	

2. **DHB/NZNO DHB MECA Review Report: Progress against recommendations**

The Chief Executive advised the DHB MECA had previously been spoken about so he took this report as read and invited questions from the Board. In response to a question from a Board member, the Chief Executive advised that the reviewers would provide a report to the Board next year as one of the reviewers is now overseas.

Recommendation

That the Board:

1. **Receive** the report on progress against each recommendation of the DHB/NZNO Independent review report.

Moved:	Andrew Cunningham
Seconded:	Simon Auty
CARRIED	

The Chief Executive advised that the Business Plan Priorities document was going to be dropped from the Chief Executive's report in favour of the quarterly report which provided more full details for the Board.

Items 4 and 5 of the Chief Executive's report were addressed prior to item 3.

Confirmed

3. NZNO Staff Collective Employment Agreement: Bargaining: Update

The Chief Executive said this was an update and a more full update would be provided in January 2020 as the collective expires in March 2020. No recommendations were presented for this item.

The Industrial Services Manager, Manager Nursing and Professional Services left the meeting at 4.41pm (after items 4 and 5 of the Chief Executive's report was discussed).

It was moved that the Board go into Committee.

Moved:	Andrew Cunningham
Seconded:	Sela Ikavuka
CARRIED	

It was moved that the Board come out of Committee.

Moved:	Andrew Cunningham
Seconded:	Sela Ikavuka
CARRIED	

Item 4 was discussed prior to item 3.

4. Combined PST and IST report on core business against Strategic Plan outcomes and objectives

The Manager Nursing and Professional Services acknowledged the work of the Policy Analyst Māori as she has undertaken an incredible amount of work. In response to a question from the Kaiwhakahaere, the Manager Nursing and Professional Services advised she would be putting a business case to the Chief Executive for extra Māori FTE in the Policy team.

The Industrial Services Manager advised that her report went to the Board in October, the Board ran out of time to address it and there was nothing new to report since October.

Recommendations

That the Board:

1. **Receive** and **note** the contents of the Industrial Services Report.
2. **Receive** and **note** the contents of the Professional Services Report.

Moved:	Andrew Cunningham
Seconded:	Katrina Hopkinson
CARRIED	

Item 5 was discussed prior to item 3.

5. Pay Equity – Update

The Industrial Services Manager advised that assessments of members' work had been concluded, information from enrolled nurses would be sourced and work is starting on comparators. The Industrial Services Manager said that comparator groups would be approached and once that has been done, comparator interviews will be undertaken in February/March 2020.

A Board member requested that a one page update be provided so members could view the updates on their noticeboards e.g. what happened last month, what is happening this month and said that clear, concise information is required. The Industrial Services Manager said it had been noted that only 20% of people were opening the communications sent to them.

Recommendation

Confirmed

That the Board:

1. **Notes** the updates provided.

Moved:	Andrew Cunningham
Seconded:	Sela Ikavuka
CARRIED	

The Chief Executive recommended that the Board receive the remainder of items in his Chief Executive report and also receive the investment portfolio information the Board had requested which was tabled by the Manager Corporate Services.

The Manager Corporate Services left the meeting at 4.53pm.

6. Staff Engagement Survey – Action Plan

The Chief Executive advised this was a regular update for the Board.

Recommendation

That the Board:

1. **Receive** the update report on the Staff Engagement Survey actions being progressed.

Moved:	Andrew Cunningham
Seconded:	Katrina Hopkinson
CARRIED	

Sela Ikavuka left the meeting at 4.59pm.

7. Cultural Competency Training: Progress update

This report was taken as read. The Kaiwhakahaere advised that at some stage an audit would need to occur.

Recommendation

That the Board:

1. **Receive** the progress report on cultural competency training.

Moved:	Andrew Cunningham
Seconded:	Cheryl Hanham
CARRIED	

8. Health and Safety: Minutes from Health & Safety Committee

This report was taken as read. The Board briefly discussed health and safety updates and the Chief Executive advised that there will be a full report about health and safety in February 2020 as part of the Corporate Services and Human Resources Report on Core Business against strategic plan outcomes and objectives.

Recommendation

That the Board:

1. **Receives** the NZNO Health & Safety Committee minutes of the meeting held on 26 November 2019.

Moved:	Andrew Cunningham
Seconded:	Simon Auty
CARRIED	

9. Strategic Plan 2015/20 Review: Progress Report

This report was taken as read.

Confirmed

Recommendation

That the Board:

1. **Note** that the assessment of progress continues and a report will be provided to inform discussion on future direction.

Moved:	Andrew Cunningham
Seconded:	Cheryl Hanham
CARRIED	

10. Draft Policy: Complaints, Concerns and/or Conflict involving Position Holders

This report was taken as read. The Chief Executive advised he had provided the former Chair of the Governance Committee with feedback from staff on the policy.

Recommendation

That the Board:

1. ~~**Note** that feedback from staff on the Board's draft Policy: Complaints, Concerns and/or Conflict involving Position Holders has been provided to the Chairperson of the Governance Committee.~~

This item was carried over to the February 2020 Board meeting.

11. Second Quarter Report on progress against Annual Plan 2019/20 service performance measure

This report was taken as read.

Recommendation

That the Board:

1. **Receive** the first quarter report on progress against Annual Plan 2019/20 service performance for the period 30 June to 30 September 2019.

Moved:	Grant Brookes
Seconded:	Margaret Hand
CARRIED	

12. Investment Portfolio Report

This report was taken as read. The Board noted the updated graph as requested had been tabled by the Manager Corporate Services.

Recommendation

That the Board:

1. **Receive** the Report on the Investment Portfolio for the six month period ended 30 September 2019.

Moved:	Cheryl Hanham
Seconded:	Simon Auty
CARRIED	

13. Asset Management Plan – Progress on key deliverables

This report was taken as read. The Chief Executive advised that contractual issues are being worked on regarding consents and who is responsible for these.

Recommendation

That the Board:

1. **Receive** the report on Asset Management to 30 September 2019.

Confirmed

Moved:	Andrew Cunningham
Seconded:	Simon Auty
CARRIED	

14. Legislative Compliance Register

This report was taken as read.

Recommendation

That the Board:

1. **Receive** the Legislative Compliance Register and notes the contents therein.

Moved:	Andrew Cunningham
Seconded:	Simon Auty
CARRIED	

15. Technology, Information and Communication Upgrades: Status report

This report was taken as read. The Board requested to see the business case for the membership database and the Chief Executive advised that a conversation with the Kaiwhakahaere needed to occur and then the business case would come back to the Board. The Chief Executive advised that the it is anticipated the business case will be presented at February's Board meeting.

Recommendation

That the Board:

1. **Receive** the Technology, Information and Communication Upgrades: Status report.

Moved:	Andrew Cunningham
Seconded:	Margaret Hand
CARRIED	

16. 57 Willis Street – entity activity and shareholding

This report was taken as read.

Recommendation

That the Board:

1. **Receive** the report on 57 Willis Street activity and shareholding.

Moved:	Andrew Cunningham
Seconded:	Cheryl Hanham
CARRIED	

17. Report on National Council of Affiliates Council Activities (deferred from October 2019)

This report was taken as read. The Chief Executive advised the President had spoken to CTU items earlier today. The Chief Executive further advised that part of the budget would include the CTU affiliation fee.

Recommendation

That the Board of Directors:

1. **Receive and note** this report on matters pertaining to the NZ Council of Trade Unions recent activity.

Confirmed

Moved:	Andrew Cunningham
Seconded:	Grant Brookes
CARRIED	

18. International Council of Nurses (updates and request for sign off)

This report was taken as read. The Chief Executive mentioned the request by ICN for NNAs to nominate a nurse to sit on a subcommittee of ICN. The Chief Executive advised that the Leadership Team had come up with criteria, nominations had been requested of NSU (which would come through on Friday 13 December) and an extension of time had been granted by ICN to Monday 16 December. The Chief Executive asked the Board to provide authority to the Leadership Team to provide nominee information to ICN as per a new recommendation detailed as (2) below.

Recommendation

That the Board:

1. **Receives** the update report on ICN activities for the month of August/September 2019.
2. *The Chief Executive asked the Board to **provide authority** to the Leadership Team to provide nominee information to ICN.*

Moved:	Grant Brookes
Seconded:	Andrew Cunningham
CARRIED	

19. South Pacific Nurses Forum (updates and request for sign off)

There are no updates reports related to the South Pacific Nurses Forum.

The Kaiwhakahaere advised that a teleconference had been held with the SPNF Steering Group last week. The Kaiwhakahaere advised that the SPNF would take place from 26-30 October 2020 and would be hosted by Vanuatu.

20. Global Nurses United

There are no recommendations for this item.

21. Publications/Position Statements

There are no updates or publications signed off since the Board meeting held on Thursday 24 October 2019.

11. AUDIT AND RISK COMMITTEE

11.1 Unconfirmed Audit & Risk Committee minutes of 20 November 2019

The Chair of the Audit & Risk Committee advised that the risk register would be reviewed at their meeting in January 2020. The Chair of the Audit & Risk Committee advised that an internal audit, GST, insurances and Colleges & Sections revenue would also be looked at in January 2020.

It was moved that the Board go into Committee.

Moved:	Grant Brookes
Seconded:	Andrew Cunningham
CARRIED	

It was moved that the Board come out of Committee.

Moved:	Andrew Cunningham
Seconded:	Cheryl Hanham
CARRIED	

Confirmed

12.0 CONFIRMATION OF MINUTES

12.1 Draft minutes of teleconference 18 October 2019

There were no changes to these minutes.

Moved:	Andrew Cunningham
Seconded:	Cheryl Hanham
CARRIED	

12.2 Draft minutes of 24 October 2019

There were no changes to these minutes.

Moved:	Andrew Cunningham
Seconded:	Cheryl Hanham
CARRIED	

12.3 Draft confidential minutes of 24 October 2019

There were no changes to these minutes.

Moved:	Andrew Cunningham
Seconded:	Cheryl Hanham
CARRIED	

12.4 Draft confidential minutes of teleconference 4 November 2019

A Board member advised that she had stayed to the end of that meeting; she did not leave at 4.36pm and requested this be amended.

Moved:	Andrew Cunningham
Seconded:	Cheryl Hanham
CARRIED	

12.5 Draft confidential minutes of teleconference 18 November 2019

There were no changes to these minutes.

Moved:	Andrew Cunningham
Seconded:	Cheryl Hanham
CARRIED	

12.6 Ratification of Board electronic decision

The Board noted that this was a ratification of an electronic decision made by the Board.

Recommendation

That the Board:

Ratify its electronic decision to:

1. **Revoke** the resolution passed at the 18 November 2019 Board teleconference.
2. That the Board **agrees** that if the President and Ms Whittle withdraw their claim before the Employment Relations Authority within 5 working days of being advised of this resolution, the Board will not seek costs against the President or Ruth Whittle.

Moved:	Andrew Cunningham
Seconded:	Cheryl Hanham
CARRIED	

13.0 Matters Arising from the Minutes – Board Action List

This item was not addressed by the Board.

Confirmed

14.0 CORRESPONDENCE (2 incoming)

14.1 Reduced membership fees

The President said he would respond to the member if this was agreed by the Board and he outlined for the Board a basis for his response.

Moved:	Cheryl Hanham
Seconded:	Margaret Hand
CARRIED	


14.2 Communications methods for the Special General Meeting (SGM) on 10 December 2019

The Chief Executive advised that one matter raised in the email correspondence had been dealt with but another request in the email had not been dealt with. The Kaiwhakahaere advised the Leadership Team had discussed this matter recently and had deferred to the Board for a decision. The Chief Executive said that members did not pick up that video conference details and teleconference numbers had been provided on the SGM agenda so travel was not required. The Chief Executive also advised that misinformation was out there about only a certain number of people being able to participate via video conference and this belief was not correct.

15.0 Karakia

Anamaria Watene closed the meeting with a karakia.

The meeting closed at 5.47pm.

Chairperson: 
Date: 26/3/2020