

**MINUTES OF A MEETING OF THE NZNO
BOARD OF DIRECTORS HELD BY ZOOM**

Wednesday 1 July 2020 at 5.30pm

Present

Kerri Nuku	Kaiwhakahaere (Chair)
Titihuia Pakeho	Tumu whakarae
Margaret Hand	
Anamaria Watene	
Simon Auty	(from 5.55pm)
Andrew Cunningham	

Apologies

Nil

In Attendance

Memo Musa	Chief Executive
Michelle Evans	Minute taker

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.

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.

1.5 Declaration of Conflicts in relation to this meeting

The following conflicts of interest were declared:

- The Board as a whole declared their conflict of interest relating to the subject matter of today's hui.

2.0 Board Values

The values were noted by the Board.

The Kaiwhakahaere handed over to lead Board member for the governance review, Andrew Cunningham, to speak to item 3.0.

3.0 Independent Board/Governance review/evaluation

The lead Board member confirmed that the Board had read the Terms of Reference for the independent Board/governance review/evaluation. The lead Board member explained that section A of the Terms of Reference provided background to the review/evaluation. The lead Board member said the purpose of the Terms of Reference was to engage external,

Confirmed

independent persons to conduct the review. The lead Board member advised that the Board's focus was the scope of the review, advising that the term of the review would cover the previous 24 months. The lead Board member said the review was not about employment matters which have arisen in the past; it was more to do with governance to ensure the Board has correct policies and procedures are in place.

The lead Board member said the purpose of today's hui was firstly so that the Board approve the Terms of Reference for the governance review so it can progress. The lead Board member said secondly, that the Board was to approve the appointment of two external people as the independent reviewers. The lead Board member referred to the biographies which had been provided to the Board for both reviewers.

A Board member asked if the review would involve new Board members who would be elected later this year and the lead Board member said it did not, advising that the review included former Board members and was retrospective i.e. for the past 24 months.

The Kaiwhakahaere requested an alteration be made to the Terms of Reference i.e. point 12 as to who would receive the report from the independent reviewers. The Kaiwhakahaere said that the lead Board member should receive the report and the Chief Executive should not be involved in this part of the process. The Kaiwhakahaere said the review should be a Board-owned process and she noted that point 13 also mentions the Chief Executive. The Kaiwhakahaere suggested deleting reference to the Chief Executive from points 12 and 13 because at present there is a conflict with operations and governance. The lead Board member advised the Board that the Chief Executive would be the person he would speak to about the review. The lead Board member said with regard to the Kaiwhakahaere's request, he would be happy to amend the Terms of Reference accordingly and said he was willing to speak more to the Kaiwhakahaere in relation to this. The Kaiwhakahaere suggested that the external person who drafted the Terms of Reference be approached to make the requested amendments and she be asked to provide any reasoning as to the Chief Executive's involvement in receiving the report.

A Board member asked whether it would be compulsory for former Board members to participate in the governance review. The lead Board member said as much information as possible needed to be gathered, the independent reviewer will know who to talk to and the reviewers will go out and do what they deem necessary to obtain a full picture. The Kaiwhakahaere said that she and the lead Board member would speak to the independent reviewers as to what has been published and the Board would review the events leading up to the former President's exit. The Kaiwhakahaere said this would be integral to show, from an independent perspective, whether due diligence had been undertaken by the Board especially with regard to the second SGM held last year. The Kaiwhakahaere said the scope of the Terms of Reference need to be broad in order to maximise the independence of the review, to highlight what can be improved upon and this can be conveyed to members.

The Kaiwhakahaere ensured that all Board members had an opportunity to speak. A Board member expressed concern at what some former Board members may raise with the reviewers. The Kaiwhakahaere said the challenge was that some former Board members did not understand the confidentiality clause in relation to governance, however this will be balanced out by the independent reviewers speaking to other members of the former Board. The lead Board member said the reviewers were incredibly qualified and fully understand governance. A Board member noted that the review would be a way of putting right the misinformation, incorrect statements and negative comments being made by members. The Kaiwhakahaere agreed and said she was looking forward to the review and the Board's governance during the difficult hours, including the Steph Dyhrberg report must form part of the review. The Kaiwhakahaere said she wants the facts to speak for themselves and she believes that the way the Board has behaved has not been anything but reputable.

Simon Auty joined the Zoom hui at 5.55pm.

Confirmed

The Kaiwhakahaere and the lead Board member briefed Simon Auty as to what had been discussed by the Board, providing responses and clarification to the questions posed.

In response to a question from a Board member as to what the process will look like, the lead Board member advised that there is a timeline on the last page of the Terms of Reference and this would be discussed with the independent reviewers.

In response to a question from a Board member, the Kaiwhakahaere confirmed that the lead Board member would be in contact with the external person with regard to the requested amendments to the Terms of Reference.

Recommendations

That the Board:

1. **Approve in principle** the scope and Terms of Reference for the governance review, with the external person who drafted the Terms of Reference to be involved in making the requested amendments.
2. **Approve** engaging the two independent reviewers for which biographies were provided to the Board.

Moved:	Andrew Cunningham
Seconded:	Titihuia Pakeho
CARRIED	

A vote was held regarding the above resolution:
6 Board members were in favour
No Board members were against
There were no abstentions

4.0 Karakia

Titihuia Pakeho closed the meeting with a karakia.

The meeting closed at 6.15pm.

Chairperson:



Date:

6/8/2020