



T/18/06

## MINUTES

### SPECIAL MEETING OF TRUSTEES

**Date:** Wednesday, 11 July 2018  
**Time:** 10.32am  
**Place:** Trust Office, Perry House, 360 Tristram Street, Hamilton

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**PRESENT:** Trustees Hamill, Harding, Isaac (Acting Chair), Rolton, Stephen & Williams

**IN ATTENDANCE:** Trust Manager, Grants Manager, Financial Administrator & Trust Secretary, Sharon Cresswell & Adam Paul (PricewaterhouseCoopers)

**LEAVE OF ABSENCE:** Trustee Ingle

**APOLOGY:** Julian Prior & Victoria Ashplant (PricewaterhouseCoopers)

**CONFLICT OF INTEREST DECLARATIONS:** Nil

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#### AGENDA ITEM

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**T/18/06/1.0 OTHER REPORT**

**T/18/06/1.1 Adoption of 2018 Annual Report (Ref: 35/10)**

Trustee Isaac welcomed PricewaterhouseCoopers and invited them to go through any aspects of interest with regard to the Financial Statements in the Annual Report.

Ms Cresswell highlighted an uncorrected misstatement in the Management Letter which had been added after the draft was tabled at the Finance, Audit and Risk (FAR) Sub-Committee meeting held the previous week. This was with regard to community loan repayments and is not reflected in the Financial Statements due to the small amount involved (\$4,826). She also advised that there were a couple of changes still being worked through to ensure some of the disclosures that come through from the Company are captured in the Annual Report.

Ms Cresswell commented positively on the Trust's systems and processes, noting that its operations have grown as its activities have grown.

Mr Paul advised that next year the Company would transition to a new financial instrument standard and recommended that the Trust early-adopt the Public Benefit Entity equivalent so that Trust and Company policies are in alignment.

Trustee Isaac sought clarification with regard to the second uncorrected misstatement in the Management Letter. Ms Cresswell explained that the Fixed Asset Project carried out by the Company involved ensuring the fixed components of the UltraFast Fibre network were captured in the Company's Fixed Asset Register, and one item had not been captured. In the context of materiality, she highlighted that the threshold for the Company is \$1.9m, and this item fell well below that amount.

Trustee Isaac invited discussion with regard to the circulated draft Annual Report and explained that she would be signing off on the Financial Statements, with Trustee Ingle, currently on Leave of Absence, having already given his sign-off prior to his departure.

**MOVED:** (Isaac/Harding) That:

1. The Annual Report for the year ended 31 March 2018, including any amendments from the final audit review and the audit report, be adopted.
2. The Chair and Deputy Chair be authorised to sign the annual accounts on behalf of the Trust.
3. The Deputy Chair be authorised to sign the Letter of Representation on behalf of the Trust.

**CARRIED**

Trustee Isaac thanked PwC for ensuring a smooth audit process for the Trust.

The Trust Manager raised the question as to the necessity of holding a Special Meeting to sign off the Annual Report and it was suggested that having the FAR Sub-Committee make a recommendation to an Ordinary Trust meeting might be more efficient. Ms Cresswell added that this could be an electronic process with approvals given via email, and that the timing for such a process would need to be worked through.

The Trust Manager took the opportunity to enquire whether the Public Benefit Entity (PBE) Standards used by the Company are diverging or aligning over time. Ms Cresswell replied that this was dependent on timing of adoption by PBE Standard setters for the For-Profit sector of the different standards, such as Revenue and Leases. She assured the Trust that the issue of being a mixed group has been flagged with the PwC team working with WEL Networks in order for them to understand the implications flowing up. The Trust Manager pointed out these will be significant for infrastructure companies, particularly with regard to depreciation of leases.

In closing, there was a brief discussion on the Government's intention for reporting to include wellbeing and different measures of success as well as financials, and Mr Paul raised the subject of Service Performance reporting for PBEs.

The meeting concluded at 10.47am.

Confirmed at T/18/07 on 25 July 2018 as a true and correct record.

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DEPUTY CHAIR