



T/22/01

MINUTES

ORDINARY MEETING OF TRUSTEES

Date: Tuesday, 22 February 2022
Time: 2.32pm
Place: Trust Office, Perry House, 360 Tristram Street, Hamilton

PRESENT: Trustees West (Chair), Booth (via Zoom video conferencing), Chew, Johnston, Silverton & Yamunanathan

IN ATTENDANCE: Chief Executive Officer & Trust Secretary (present), Grants Manager & Financial Officer (via Zoom video conferencing)

CONFLICT OF INTEREST DECLARATIONS: Nil

KARAKIA TIMATANGA: All

AGENDA ITEM

T/22/01/1.0 ADDITIONAL AGENDA ITEM

In accordance with Standing Order 2.5.1, the Chair requested that an item be added to the Agenda. The matter related to a resignation from the Investment Committee and the associated report was inadvertently omitted from the circulated Trust meeting papers.

MOVED: (West/Silverton) That the item 'Investment Committee – Independent Member Resignation' be added to Other Reports under item T/22/01/2.3.

CARRIED

T/22/01/2.0 OTHER REPORTS

T/22/01/2.1 2022-23 Draft Annual Plan (Ref: 35/5)

A report from the Chief Executive Officer dated 2 February 2022 was circulated.

The Chief Executive Officer and Financial Officer indicated the changes made to the Trust's 2022-23 Draft Annual Plan since the initial draft presented to the December 2021 Trust meeting, in particular the special dividend to come from WEL Networks Ltd, which reduces the net loss by \$2.2M.

It was clarified that the discount would not be reported in the financials as a dividend going forward, as future amounts would be posted and not discretionary.

MOVED: (West/Chew) That:

1. The draft Annual Plan and associated budget be adopted for formal consultation, subject to any change as a result of discussion about Trustee remuneration in item T/22/01/1.2.
2. The draft Annual Plan and budget be sent out for submissions, as per the usual process.
3. The submissions be received at the Trust's meeting on 22 March 2022, and submitters be given the opportunity to speak to their submissions at the same meeting.

CARRIED

T/22/01/2.2 Reallocation of Former Trustee's Salary (Ref: 5/20/6)

A report from the Chief Executive Officer (CEO) dated 17 December 2021 was circulated.

Trustee West explained the rationale behind the recommendation to reallocate budgeted funds that were unspent due to the resignation of former Trustee, Rob Hamill.

It was conveyed that the matter was discussed at the recent Finance, Audit and Risk (FAR) Sub-Committee meeting where the members did not support the recommendation, but decided to bring the report to the full Trust for further discussion.

Trustee Silverton expressed the FAR Sub-Committee's view that Trustees were currently receiving appropriate remuneration and were not overly burdened in the absence of a seventh Trustee.

It was reaffirmed that seven Trustees would be elected at the next Trust election in June 2023, and a remuneration review would be undertaken before that time.

MOVED: (West/Silverton) That:

1. The Trustees decline the reallocation of the \$18,727.15 in unappropriated Trustee remuneration.
2. The draft 2022-23 budget be adjusted to reflect the remuneration of six Trustees only.

CARRIED

T/22/01/2.3 Investment Committee - Independent Member Resignation (Ref: 25/30)

A report from the Chief Executive Officer was circulated separately.

It was stated that David Plummer of 4am Consulting Ltd had recently resigned from his position as an independent member on the Trust's Investment Committee (IC).

Trustee West reminded Trustees that the IC Terms of Reference allows for up to two independent members, and expressed that he and Trustee Booth were of the opinion that it would not be necessary to appoint a replacement at present. He also observed that the Trust could seek external investment advice from appropriate sources as and when required without a formal appointment to the IC.

Trustee Chew highlighted that from a governance perspective, having two independent members was an advantage given there was a shortage of investment expertise on the Trust. Trustee West replied that Makao Investments are contracted by the Trust for ongoing investment advice, and Noah Schiltknecht is also an independent member of the IC. Trustee Booth pointed out that Mr Plummer tended to lean towards the Impact side of investing, which the Trust is not seeking to expand at present given its current investments.

MOVED: (West/Booth) That:

1. The resignation of David Plummer of 4am Consulting Ltd from the Trust's Investment Committee (IC) be formally accepted, effective 4 February 2022.
2. That the Trust does not seek a replacement Independent IC member at this time.
3. That the Trust's Investment Committee Terms of Reference be updated as a result of the above.

CARRIED

T/22/01/3.0 DISTRIBUTIONS/IMPACT

T/22/01/3.1 COVID-19 Impact on Event Grant Funding for Cancelled Events (Ref: 60/40)

A report from the Grants Manager dated 15 February 2022 was circulated.

The Grants Manager gave an update with regard to Tainui Waka Tourism's conditional grant, not yet paid from the June 2021 Community Support round, for the Waikato River Festival event.

There was a brief discussion with regard to the reconfigured Balloons over Waikato Festival.

MOVED: (West/Johnston) That the report be received for information.

CARRIED

T/22/01/4.0 MANAGEMENT REPORTS

T/22/01/4.1 Resolution Schedule (Ref: 15/20/5)

The Resolution Schedule dated 1 February 2022 was circulated for noting.

MOVED: (West/Yamunanathan) That the Resolution Schedule be noted.

CARRIED

T/22/01/4.2 Trustee Meeting, Workshop and Event Attendance (Ref: 15/2)

A report from the Trust Secretary dated 1 February 2022 was circulated for noting.

Trustees Johnston and Silverton reported on a community event recently attended.

MOVED: (West/Johnston) That the Trustee Meeting and Workshop Attendance report be noted.

CARRIED

T/22/01/4.3 Ongoing Status Report (Ref: 15/20/5)

A report from the Grants Manager dated 1 February 2022 was circulated for noting.

The Grants Manager gave a verbal update relating to a recent Community Loan enquiry, which will not be progressing.

There was a brief discussion with regard to the Trust's Community Lending programme and the various challenges in providing this service.

MOVED: (West/Yamunanathan) That the Ongoing Status report be noted.

CARRIED

T/22/01/4.4 Financial & Budget Report (Ref: 20/10)

A report from the Financial Officer for the year to 30 November 2021, 31 December 2021 and 31 January 2022 was circulated.

There was some clarification with regard to the Waikato Wellbeing Project grant of \$3M over five years.

The Chief Executive Officer gave a verbal update with regard to reporting from Purpose Capital on its Impact Fund.

There was a discussion on the valuation of the Company, including the reporting thereof, and on addressing the imbalance of benefit between the Trust's Income and Capital Beneficiaries over the life of the Trust.

MOVED: (West/Chew) That the financial and budget report for the year to 30 November 2021, 31 December 2021 and 31 January 2022 be adopted.

CARRIED

T/22/01/4.5 Insurance Cover (Ref: 30/5)

A report from the Financial Officer dated 17 February 2022 was circulated.

The Financial Officer summarised her report, and Trustee Yamunanathan pointed out a gap in the Trust's current cover relating to Directors and Officers Liability insurance. This deficiency is currently under review and further information would be brought to a future Trust meeting.

MOVED: (West/Yamunanathan) That the insurance premium quotes with NZI and the Audit Shield Master Policy be accepted for the March 2022 to February 2023 period.

CARRIED

T/22/01/4.6 Risk Management Report (Ref: 25/30)

A report from the Chief Executive Officer dated 15 February 2022 was circulated.

The Chief Executive Officer reported on a recent emergency drill carried out at Perry House. He also gave a progress update on measures being undertaken to strengthen cyber security within the Trust.

MOVED: (West/Silverton) That the Health and Safety clause in the Trust's Governance Policies document be updated to reference the Perry House Emergency Procedures which are to be added as an Appendix, and that the Emergency Procedures be displayed in the Trust Office.

CARRIED

T/22/01/4.7 Energy Trusts of New Zealand (Ref: 5/30/15)

A report from the Trust Secretary for the month of February 2022 was circulated.

The following was noted:

- Trustee Booth had volunteered to attend the ETNZ AGM to be held remotely on 4 March 2022, to which one Trust representative is permitted.
- The Trust had no nominations to put forward for the election to the ETNZ Executive Committee.
- Trustee West expressed his interest in attending the May 2022 ETNZ Conference and other Trustees would check their availability in the coming weeks.

MOVED: (West/Johnston) That the ETNZ report be noted, that Trustee Booth be nominated as the alternative Trust representative to the Chair for attendance at the ETNZ online AGM on Friday 4 March 2022, and that he be given delegated authority to decide at the meeting any matters requiring a vote.

CARRIED

T/22/01/4.8 Industry & Trust Activity Verbal Updates

The Grants Manager gave a further verbal update with regard to Tainui Waka Tourism.

He then reported on the collective funding response to COVID-19, including recent Government and Trust Waikato activities.

MOVED: (West/Yamunanathan) That the verbal updates be received.

CARRIED



T/22/01/4.9 Confirmation of Minutes (Ref: 15/20/10)

The Minutes of Ordinary Meeting T/21/15 dated 14 December 2021 were circulated.

MOVED: (West/Chew) That the Minutes as circulated be confirmed as a true and correct record.

CARRIED

T/22/01/5.0 EXCLUSION OF PUBLIC

MOVED: (West/Silverton) That the public be excluded from the following parts of the proceedings of this meeting under Section 48(1) of the Local Government Official Information and Meetings Act 1987, for reasons relating to third party commercial sensitivity, on the following grounds:

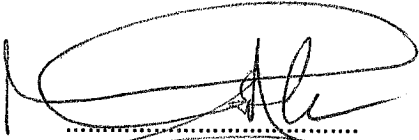
1. To enable the Trust to carry out, without prejudice or disadvantage, negotiations (including commercial or industrial negotiations).
2. To protect information where the making available of the information would be likely unreasonable to prejudice the commercial position of the person/organisation who supplied or who is the subject of the information.

CARRIED

Agenda Item	General subject matter to be considered	Grounds for passing this resolution
T/22/01/7.1	Investment Period Extension	Definitions 1 & 2 above
T/22/01/7.2	Makao Investments Quarterly Report	Definitions 1 & 2 above
T/22/01/7.3	Share Market Investments	Definitions 1 & 2 above
T/22/01/8.1	Out-of-Budget Expense for HR Support	Definitions 1 & 2 above
T/22/01/9.1	Resolution Schedule	Definitions 1 & 2 above
T/22/01/9.2	Confirmation of Minutes	Definitions 1 & 2 above
T/22/01/10.1	WEL Networks Ltd – Quarterly Report	Definition 2 above
T/22/01/10.2	WEL Networks Ltd – Draft SDD	Definitions 1 & 2 above

The meeting closed at 3.46pm.

Confirmed at T/22/02 on 22 March 2022 as a true and correct record.


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CHAIR