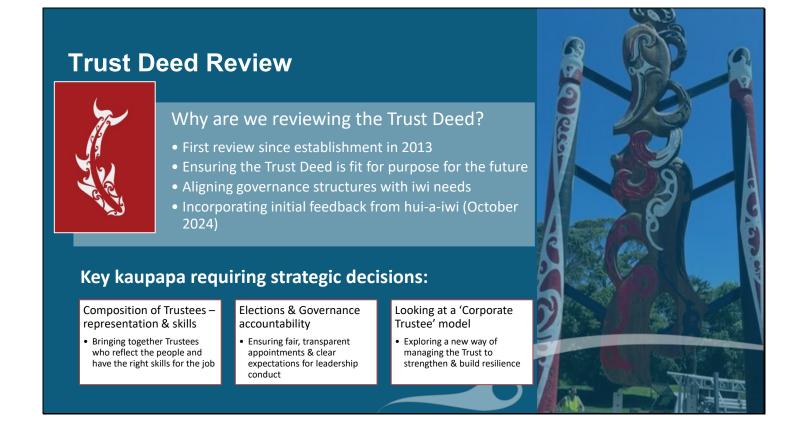
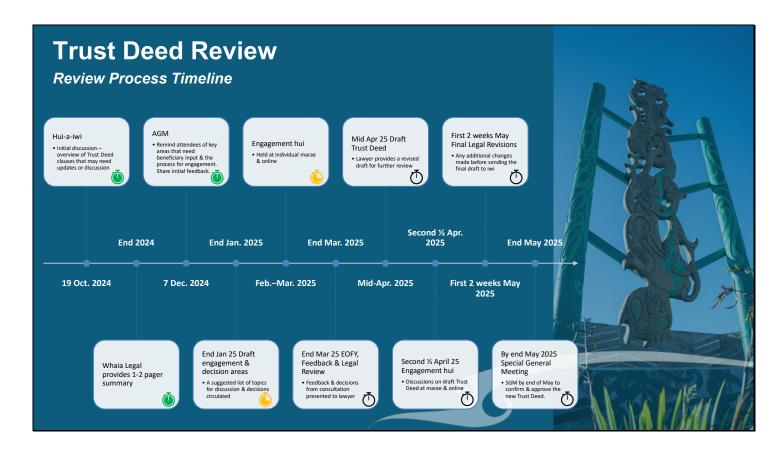


Te Rūnanga o NgāiTakoto Trust Deed Review 2025



Slide 2





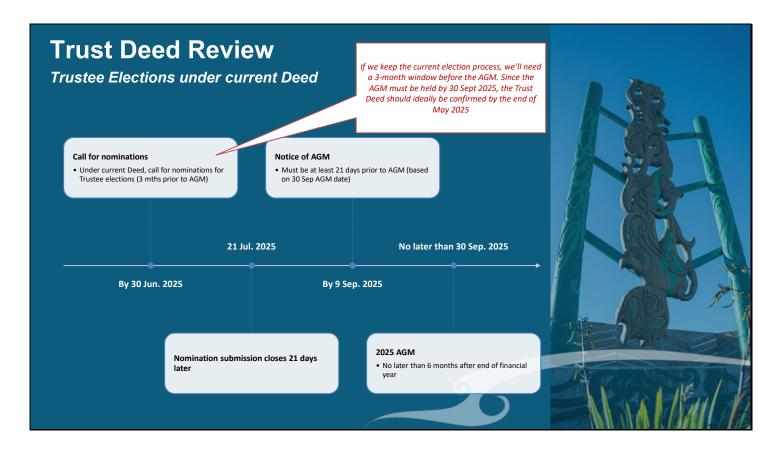
Key Milestones

2024

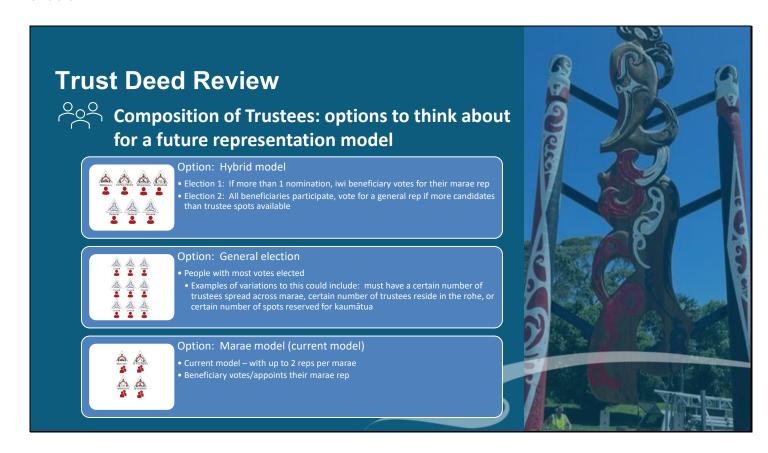
- The Hui-a-iwi in October served as the launchpad for this review, introducing the key issues and receiving initial feedback.
- At the AGM we talked about the importance of this review and encourage further engagement.

2025

- Between January and March, the engagement process will continue with both online and marae-based sessions to ensure broad participation.
- By mid-April, feedback will be consolidated, and a draft Trust Deed will be prepared for review.
- In May, a Special General Meeting will be convened to confirm the new Trust Deed, ensuring it is ratified before the trustee election process begins in June.
- The final AGM in September will present the finalised Deed and report election outcomes.



- Should the current election process remain as the preferred election process for Trustees, a 3-month window prior to the AGM would be required for this to occur.
- Given the AGM cycle (to be held no later than six months after the end of the financial year ~ by 30 Sept. 2025); and election process, ideally the Trust Deed would need to be confirmed by the end of May 2025.



NOTE: the graphics in the slide are for a visual reference only — whatever is decided upon by beneficiaries as the preferred model going forward, the finer detail is to be confirmed, e.g. the general election model has 9 'icons', but this does not infer 9 trustees are being proposed

Issue one – the composition of trustees

Trustees play an important role, they are elected to make decisions on behalf of the collective, the beneficiaries. Further trustees have duties under the trust deed, and trust law generally. Getting the composition right is important, and needs to be fit for purpose for NgāiTakoto. Current composition includes the ability for marae to elect up to two (2) trustees each. This is known as a marae-based model. At the hui-a-iwi, we discussed a range of options. While there a range of options and combinations, we set out some key options below for discussion.

1. Option one – a hybrid approach

A hybrid approach, includes a composition whereby trustees are elected by marae *and* trustees are elected generally. This could be done by each marae appointing one (1) trustee (resulting in four (4) trustees), and three (3) further trustees being elected generally. Practically, this will involve:

- Every beneficiary electing one marae, as the marae they can vote for in elections.
- If there is more than one nomination for a particular marae trustee, there will be an 'election', whereby beneficiaries registered with that marae, can vote.
- Separately, a 'general election' is held which allows for all beneficiaries to participate in a general vote. This will only apply, if there are more candidates, than trustee spots available.

This approach retains the marae-based model, together with opening up trustee spots for others, for example, for those that may live outside of the rohe, but this would not be a requirement. The risk in the hybrid approach, is that you may end up with some marae being represented (from a number of trustees perspective) more than others.

2. Option two – a general election only

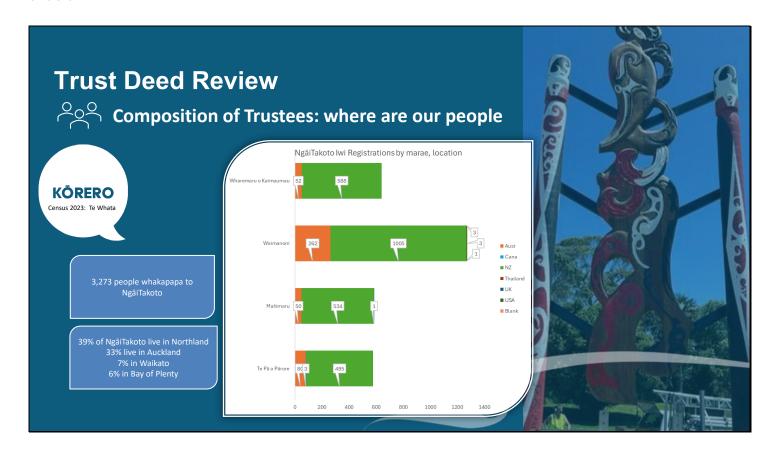
This option is the easiest to administer, and is simply a general election whereby the people with the most votes, are elected. Variations to this option, include:

- Requiring a certain number of trustees to be from a spread of marae;
- Requiring a certain number of trustees, to reside in the rohe; or
- Allowing for reserved spots, i.e. for kaumatua.

Without the variations above, there is no guarantee the composition of trustees will include a balanced marae view, and/or the views of those beneficiaries who live within the rohe. On the other hand, the approach is arguably the fairest. A reminder, that all trustees elected, no matter how they are elected, must act in the best interests of all beneficiaries.

3. Option three – retain wholly marae-based model

There is of course, the ability to retain the current model — which allows for each marae to appoint two (2) trustees each. This approach allows for a guaranteed spread across marae, but arguably does not allow for those who live outside of the rohe, to participate in the same way.



Our people

- As at our December AGM, we had 3,077 iwi registrations. The primary marae that our people affiliate to is broken down to:
 - Te Pā a Parore 578
 - Mahimaru 585
 - Waimanoni 1,274
 - Wharemaru o Kaimaumau 640
- 2023 Census data tells us 3,273 people have indicated they whakapapa to NgāiTakoto.



1.4 MAXIMUM CLAUSES?

We **recommend** a maximum term clause be inserted. A maximum term clause will mean that trustees serve a maximum of terms - for example three terms, of three years. This could apply retrospectively, or from the date the changes are made.

While not a legal requirement, this allows for succession which can be important for a PSGE. The downside is that you may lose trustees with significant historical context and experience after the maximum term.

1.5 THE APPOINTMENT OF THE CHAIRPERSON(S)

The Chairperson can be appointed, either by the trustees, or iwi members at large. The more common approach is that trustees appoint a chairperson.

If iwi members agree to a Co-Chairpersons, the trust deed needs to provide for this also.

1.6 A ROTATIONAL SYSTEM?

Many trust deeds introduce a rotational system to avoid the risks associated with an "all on, all off" system. The downside of a rotational system is the costs associated with holding elections more frequently. We ultimately **recommend** a rotational system.

1.7 THE USE OF CO-OPTING TRUSTEES

Trust deeds can often include the power for trustees to co-opt other trustees, to avoid the requirement to hold elections, which can be costly. Co-opting can be useful in certain scenarios, for example to fall below a minimum number of trustees. We **recommend** co-opting be used, but in a limited way.

Trust Deed Review



Composition of Trustees | Whaia Legal Recommendation

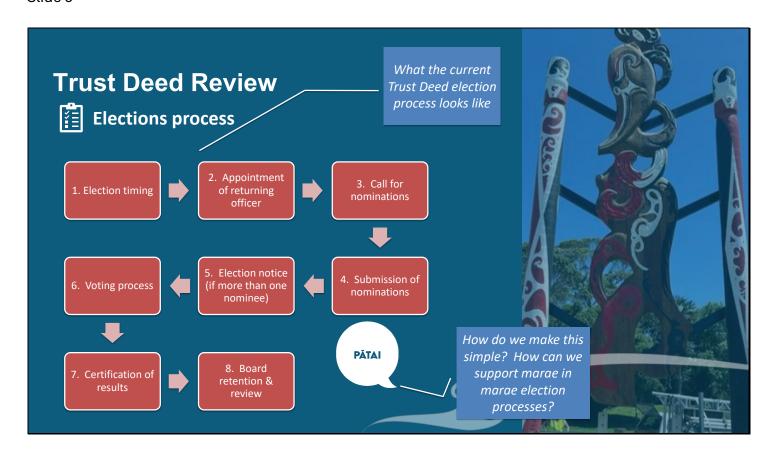
We recommend a maximum term clause be inserted. A maximum term clause will mean that trustees serve a maximum of three terms, of three years.

We recommend a rotational system.

Avoids the risks associated with "all on, all off" system

We recommend coopting to be used, but in a limited way.





Issue two - election and removal processes

It is important to understand and follow the correct election processes set out in your trust deed. Failure to do so, can leave the Rūnanga and individual trustees exposed. The current election processes is prescriptive, and complex.

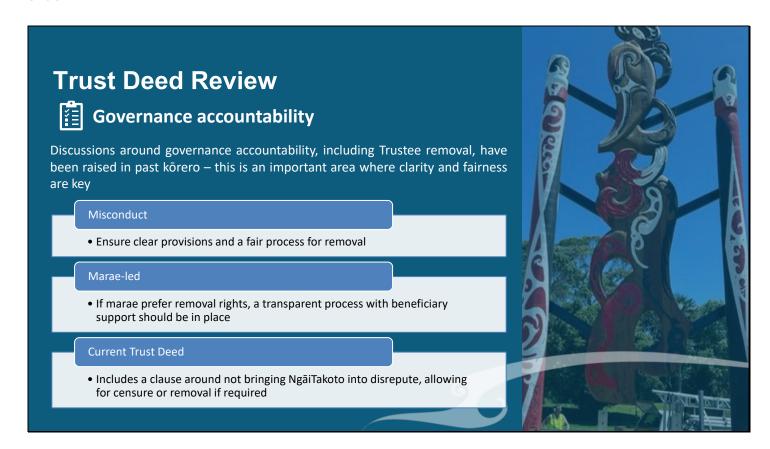
We **recommend** adopting a simplified approach, that allows for flexibility and cost savings where possible. The approach will need to empower marae to facilitate the election process.



Issue two – election and removal processes

It is important to understand and follow the correct election processes set out in your trust deed. Failure to do so, can leave the Rūnanga and individual trustees exposed. The current election processes is prescriptive, and complex.

We **recommend** adopting a simplified approach, that allows for flexibility and cost savings where possible. The approach will need to empower marae to facilitate the election process.



Issue two – election and removal processes continued

Removal of trustees is also an important issue. Removal can occur for a range of reasons, including misconduct by trustees (and by ensuring a fair process is followed), and potential removal by marae of trustees.

We recommend:

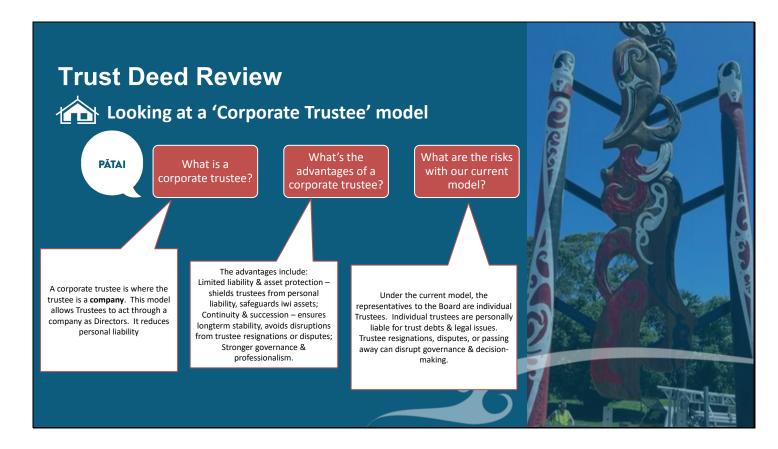
- Removal provisions relating to misconduct of trustees this is important as trustees can put other trustees, and the PSGE at risk; and
- If removal by marae is preferred, that a fair and transparent process be adopted



Issue two - election and removal processes continued

We recommend:

- Removal provisions relating to misconduct of trustees this is important as trustees can put other trustees, and the PSGE at risk; and
- If removal by marae is preferred, that a fair and transparent process be adopted



Issue three – the shift to a 'corporate trustee' model

One matter that was discussed at the hui-a-iwi, is a potential shift to what is known as a 'corporate trustee' model. The model means that a company is established, and the company acts as the trustee. Elected individuals still make decisions on your behalf, but trustees shift to being directors of the trustee company, rather than trustees personally. The model is beneficial for the following reasons:

- It means that trustees are not acting personally, rather they are acting through a company.
- This mitigates any risk exposure to their personal assets if there is any liability issues (even if there is no wrongdoing on the part of the trustees).
- It provides some practical benefits, some of which are currently covered by the current custodian trustee, for example land and other trust property are held by the company and not trustees personally and you do not have to change titles, every time trustees change.

Importantly, it does not change the way trustees are elected, the objects of the Rūnanga, or commercialise the Rūnanga at all.



Issue three - the shift to a 'corporate trustee' model

We **recommend** the appointment of a corporate trustee.

Trust Deed Review: Send your feedback or pātai on the key issues to Next steps feedback@ngaitakotoiwi.co.nz by 28 March 2025 End Mar. 2025 Mid-Apr. 2025 End Mar 25 Feedback & Mid Apr 25 Draft Trust Legal Review Deed Lawyer provides a revised draft for further Feedback & decisions The key issues information sheet does not from consultation presented to lawyer review set out every proposed amendment, rather it focuses on the significant issues that were discussed at the hui-a-iwi. First 2 weeks May 2025 Second 1/2 Apr. 2025 First 2 weeks May Final • Second 1/2 April 25 Any amendments to the Trust Deed need to Legal Revisions Engagement hui Any additional changes Discussions on draft be approved by a Special Resolution of iwi Trust Deed at marae & made before sending the final draft to iwi members at a general meeting of the Rūnanga. End May 2025 Further information, including a full set of amendments will be shared before any By end May 2025 Special General Meeting • SGM by end of May to decisions are sought. confirm & approve the new Trust Deed.





Te Rūnanga o NgāiTakoto - Trust Deed Review

Te Rūnanga o NgāiTakoto (the **Rūnanga**) was established in 2013. The Rūnanga is the post settlement governance entity, or PSGE for NgāiTakoto.

The Rūnanga commissioned a review of the trust deed. This is the first review of the trust deed since the Rūnanga was established. Initial findings were reported back to iwi members at the Hui-a-iwi on 19 October 2024.

The purpose of this document is to provide a summary of the issues that were discussed, so that iwi members have the necessary information to make decisions on next steps.

1 ISSUE ONE — THE COMPOSITION OF TRUSTEES

Trustees play an important role, they are elected to make decisions on behalf of the collective, the beneficiaries. Further trustees have duties under the trust deed, and trust law generally. Getting the composition right is important, and needs to be fit for purpose for NgāiTakoto. Current composition includes the ability for marae to elect up to two (2) trustees each. This is known as a marae-based model. At the hui-a-iwi, we discussed a range of options. While there a range of options and combinations, we set out some key options below for discussion.

1.1 OPTION ONE — A HYBRID APPROACH

A hybrid approach, includes a composition whereby trustees are elected by marae *and* trustees are elected generally.

This could be done by each marae appointing one (1) trustee (resulting in four (4) trustees), and three (3) further trustees being elected generally. Practically, this will involve:

- Every beneficiary electing one marae, as the marae they can vote for in elections.
- If there is more than one nomination for a particular marae trustee, there will be an 'election', whereby beneficiaries registered with that marae, can vote.
- Separately, a 'general election' is held which allows for all beneficiaries to participate in a general vote. This will only apply, if there are more candidates, than trustee spots available.

This approach retains the marae-based model, together with opening up trustee spots for others, for example, for those that may live outside of the rohe, but this would not be a requirement. The risk in the hybrid approach, is that you may end up with some marae being represented (from a number of trustees perspective) more than others.

1.2 OPTION TWO — A GENERAL ELECTION ONLY

This option is the easiest to administer, and is simply a general election whereby the people with the most votes, are elected. Variations to this option, include:

- Requiring a certain number of trustees to be from a spread of marae;
- Requiring a certain number of trustees, to reside in the rohe; or
- Allowing for reserved spots, i.e. for kaumatua.

Without the variations above, there is no guarantee the composition of trustees will include a balanced marae view, and/or the views of those beneficiaries who live within the rohe. On the other hand, the

approach is arguably the fairest. A reminder, that all trustees elected, no matter how they are elected, must act in the best interests of all beneficiaries.

1.3 OPTION THREE — RETAIN WHOLLY MARAE-BASED MODEL

There is of course, the ability to retain the current model – which allows for each marae to appoint two (2) trustees each. This approach allows for a guaranteed spread across marae, but arguably does not allow for those who live outside of the rohe, to participate in the same way.

1.4 MAXIMUM CLAUSES?

We **recommend** a maximum term clause be inserted. A maximum term clause will mean that trustees serve a maximum of terms - for example three terms, of three years. This could apply retrospectively, or from the date the changes are made.

While not a legal requirement, this allows for succession which can be important for a PSGE. The downside is that you may lose trustees with significant historical context and experience after the maximum term.

1.5 THE APPOINTMENT OF THE CHAIRPERSON(S)

The Chairperson can be appointed, either by the trustees, or iwi members at large. The more common approach is that trustees appoint a chairperson.

If iwi members agree to a Co-Chairpersons, the trust deed needs to provide for this also.

1.6 A ROTATIONAL SYSTEM?

Many trust deeds introduce a rotational system to avoid the risks associated with an "all on, all off" system. The downside of a rotational system is the costs associated with holding elections more frequently. We ultimately **recommend** a rotational system.

1.7 THE USE OF CO-OPTING TRUSTEES

Trust deeds can often include the power for trustees to co-opt other trustees, to avoid the requirement to hold elections, which can be costly. Co-opting can be useful in certain scenarios, for example to fall below a minimum number of trustees. We **recommend** co-opting be used, but in a limited way.

2 Issue two — election and removal processes

It is important to understand and follow the correct election processes set out in your trust deed. Failure to do so, can leave the Rūnanga and individual trustees exposed. The current election process is prescriptive, and complex.

We **recommend** adopting a simplified approach, that allows for flexibility and cost savings where possible. The approach will need to empower marae to facilitate the election process, if a marae based model is retained in some form.

Removal of trustees is also an important issue. Removal can occur for a range of reasons, including misconduct by trustees, and the potential removal by marae of trustees (if a marae based model is retained). We **recommend**:

- Removal provisions relating to misconduct of trustees this is important as trustees can put other trustees, and the PSGE at risk; and
- If removal by marae is preferred, that a fair and transparent process be adopted.

3 ISSUE THREE - THE SHIFT TO A 'CORPORATE TRUSTEE' MODEL

One matter that was discussed at the hui-a-iwi, is a potential shift to what is known as a 'corporate trustee' model. The model means that a company is established, and the company acts as the trustee. Elected individuals still make decisions on your behalf, but trustees shift to being directors of the trustee company, rather than trustees personally. The model is beneficial for the following reasons:

- It means that trustees are not acting personally, rather they are acting through a company. This mitigates any risk exposure to their personal assets if there is any liability issues (even if there is no wrongdoing on the part of the trustees).
- It provides some practical benefits, some of which are currently covered by the current custodian trustee, for example land and other trust property are held by the company and not trustees personally and you do not have to change titles, every time trustees change.

Importantly, it does not change the way trustees are elected, the objects of the Rūnanga, or commercialise the Rūnanga at all.

We **recommend** the appointment of a corporate trustee.

4 **NEXT STEPS**

Please direct any pātai or feedback you have on the above issues to the Rūnanga, to: feedback@ngaitakotoiwi.co.nz, feedback will be collated and amendments progressed.

This document does not set out every proposed amendment, rather it focusses on the significant issues that were discussed at the hui-a-iwi. Any amendments to the Trust Deed need to be approved by a Special Resolution of iwi members at a general meeting of the Rūnanga. Further information, including a full set of amendments will be shared before any decisions are sought.



Election processes overview

A summary from the Second Schedule Elections of Trustees, Te Rūnanga o NgāiTakoto Trust Deed

1 Election timing

Elections occur every 3 years.

Must be completed before the AGM in the relevant election year.

2 Appointment of Returning Officer

Trustees are responsible for appointing a Returning Officer to oversee the election process.

3 Call for Nominations

Timing: The call for nominations must occur 3 months before the AGM.

Distribution: Sent by post (or email where available) to every member on the register and advertised in the newspaper (twice).

Trustees are responsible for issuing the call for nominations and receiving submissions.

4 Submission of Nomiations

Timeframe:

Nominations must be submitted in writing within 21 days following the call for nominations.

Consent: Each nominee must provide their written consent to stand for election.

5 Election Notice (if more than one nominee)

After Nominations

Close: If there is more than one nomination, an election notice is issued.

Distribution: Sent by post (or email where available) to every member on the register, advertised in the newspaper (twice), and on a radio station.

Contents: The notice must include a voting form, and allow for postal voting or electronic voting.

6 Voting Process

Method: Voting is conducted by secret ballot.

Eligibility:

- Only members aged 18 or older can vote.
- Voters must be existing members or have submitted a registration form before the election (provisional voting).

Voting

Limitations: Each member can only vote once in one marae election.

- A person cannot vote in another marae election for 3 years if they change their affiliated marae.
- The Returning Officer ensures that each person only casts one vote.

7 Certification of Results

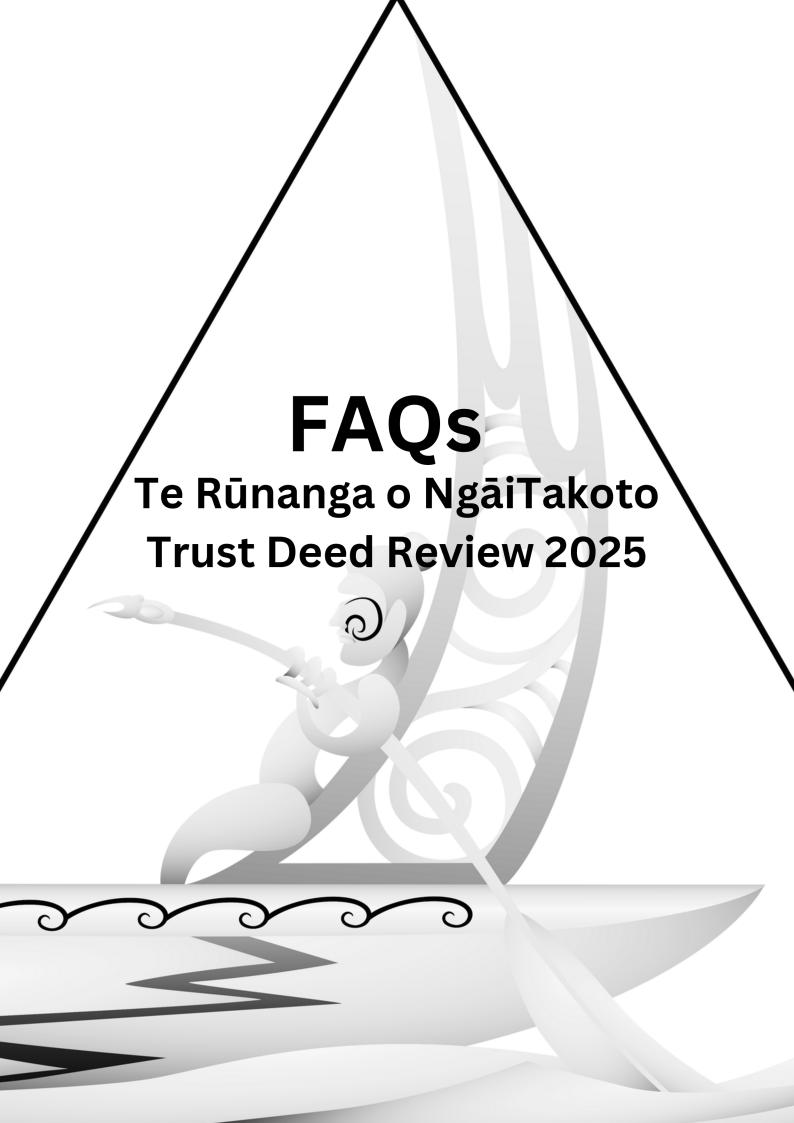
The Returning Officer must certify the election records.

Election results are announced at the AGM.

8 Board Retention and Review

Election records must be retained for potential future review.

The Deed includes robust provisions for reviewing election records.



FAQs

How has this review come about?

- The Rūnanga commissioned a Trust Deed Review, to be conducted by Mihiarangi Piripi (Whāia Legal). The preliminary desktop review included an assessment of trustee composition and election processes. Initial findings were reported back to iwi members at the Hui-a-Iwi on 19 October 2024, where governance models were included for discussion.
- This review is a first step in a broader conversation about how we continue to uphold our responsibilities while allowing for representation that reflects our growing and evolving iwi.

Why is Te Rūnanga o NgāiTakoto reviewing its governance representation model?

- Te Rūnanga o NgāiTakoto (TRoNT) operates under a marae-based governance model, where each of our four marae appoints up to 2 (two) representatives to the Board of Trustees. As part of our ongoing commitment to strengthening our governance, we are reviewing whether this model remains fit for purpose and best serves the needs of our iwi into the future.
- Feedback from whānau at past AGMs and hui-a-iwi has highlighted the need to assess our representation structure to ensure it supports strong decision-making, is inclusive, and allows for sustained succession. This review is part of our broader commitment to good governance and future-proofing our PSGE.

Why does our governance model need to evolve?

- We live and work in a rapidly changing environment. Our governance model must be resilient, inclusive, and adaptive to ensure we are making the best possible decisions for our whānau. Some key reasons for this review include:
 - Ensuring **effective representation** for all NgāiTakoto whānau, both those living within and outside the rohe.
 - Supporting succession planning to ensure fresh leadership while retaining institutional knowledge.
 - Improving **efficiency and governance effectiveness** while maintaining accountability to whānau.
 - Aligning with best practice observed in other PSGEs while maintaining the uniqueness of NgāiTakoto.

The current marae-based model has served us well since our establishment in 2013, and now it is timely to consider whether adjustments are needed.

What governance models are being considered?

The following governance models have been identified for discussion:

1. Retain the Current Marae-Based Model

- Each marae continues to appoint up to two (2) trustees.
- Ensures direct marae representation but may limit participation from whānau outside the rohe.

What governance models are being considered?

2. Hybrid Model

A potential scenario, just to give an idea –

- each marae appoints one (1) trustee (total of four (4) trustees).
- An additional three (3) trustees are elected through a general election open to all registered beneficiaries.
- This model balances marae representation with broader iwi participation, allowing for whānau who live outside the rohe to be involved.

3. General Election Model

- Trustees are elected entirely through a general election.
- Variations could include:
 - Ensuring a minimum representation from different marae.
 - Requiring some trustees to reside within the rohe.
 - Establishing reserved seats (e.g., for kaumātua representation).
- This model simplifies elections but could reduce direct marae representation.

Each model presents different strengths, risks, and implications, and we encourage whānau input to help shape the final recommendation.

How is the Chairperson appointed? Why do we have Co-Chairs?

- Currently, trustees appoint the Chairperson.
- Some feedback suggests exploring an iwi-appointed Chairperson process.
- TRONT adopted a Co-Chair model post-COVID, ensuring leadership was always available for iwi or government engagements. Some organisations require a Chair (not a Vice-Chair or trustee) for representation.
- If iwi members wish to continue with Co-Chairs, this would need to be formally included in the Trust Deed.

The **Corporate Trustee** Model is also being considered as a shift to streamline structures and processes.

- A company is established to act as the trustee, with Directors.
- Strengthens financial and legal protections while keeping trustee elections unchanged.
- Already used by some iwi for streamlined governance and reduced individual liability.

What about trustee terms and succession planning?

To improve governance continuity, we are considering:

- Term Limits e.g., a maximum of three terms of three years each.
- Rotational Elections to prevent all trustees being replaced at once.
- **Co-opting Trustees** allowing temporary appointments if numbers fall below a set threshold.

When will any changes take effect?

If approved, changes will be implemented in the next election cycle.

How will the final decisions be made?

- This is an iwi beneficiary-centred process, and no decision will be made without full consultation. The steps include:
 - Beneficiary engagement through hui, online discussions, and direct feedback.
 - Refining options based on iwi input.
 - o Circulating the Draft seeking your additional feedback.
 - Special General Meeting (SGM) where iwi members will vote on the final Trust Deed.

How can I have my say?

We encourage all whanau to participate. You can:

- Attend hui Dates will be advertised via our website and pānui.
- Submit feedback Email <u>feedback@ngaitakotoiwi.co.nz</u> or use our online form.
- Follow updates On our website and Facebook page.

Where can I get more information?

Resources will be available at kanohi-ki-te-kanohi hui and online. If you have further pātai, contact feedback@ngaitakotoiwi.co.nz.

Final Note

This review is an important step for NgāiTakoto's future. We encourage all whānau to take part in shaping a governance model that honours our past, serves our present, and strengthens our future.









Te Rūnanga o NgāiTakoto Trust Deed Review

Please indicate your answers to the key questions listed below. This will support Whāia Legal in the review and integration into the DRAFT Trust Deed that will be developed.

Key Issues	Decision Point Pātai	Your Answer	
		Yes	No
Composition of Trustees	1. Do you support continuing with the marae-based trustee model?		
	Should we consider a hybrid model (marae-based + general trustees)?		
	3. Should we consider a general election model?		
	4. Should we consider Taurahere representation (from Australia or Auckland)?		
	Comments/Ideas:		
Elections	5. Should the election process be simplified to reduce cost and		
Processes	complexity?		
	6. Do marae need more support to participate effectively in the election process?		
	7. Should Marae decide their own election process?		
	Comments/Ideas:		
Trustee Term (& Chair / Co-chair roles)	8. Should a maximum term limit be introduced (e.g., three terms of three years)?		
	Do you prefer iwi members at large to appoint the Chairperson role?		
	10. Do you support NgāiTakoto to have a Co-Chair role?		
	11. Should the rotational system be used, or is an all-on/all-off system preferred?	Rotational	All on/off
	12. Do you support the idea to co-opt trustees?		
	Comments/Ideas:		1

Te Rūnanga o NgāiTakoto Trust Deed Review

Key Issues	Decision Point Pātai	Your Answer	
		Yes	No
Governance	13. Should the Board be able to remove a Trustee if there is a breach		
accountability	of its Code of Conduct?		
	14. Do you support Marae having the ability to remove their elected		
	Trustee via a fair and appropriate process?		
	Comments/Ideas:		I
Corporate	15. Do you support moving to a corporate trustee model to reduce		
Trustee Model	personal liability and streamline operations?		
	Comments/Ideas:		

If you'd like to be in the draw to win 1 of 5 Vouchers, please provide your contact details below.

Your Name	
Contact telephone number:	
Email address:	
Postal address:	