



Te Tii (Waitangi) B3 Trust

19/36 Te Kemara Ave, Waitangi PO Box 273, Paihia info@tetiwaitangi.co.nz (09) 402 5146

TRUSTEE NOMINATION NOTICE

TRUST ORDER: FIFTH SCHEDULE (PART 1) – REFER CLAUSE 6.4

Note: To be valid, this form must be received by the Trust Office by **Saturday, 31st August 2019**

We,
(proposer)

and
(second proposer)

being Tupuna Whanau Representatives of Te Tii (Waitangi) B3 Trust hereby nominate:

.....
(insert full name of **nominee**)

of

.....
(**nominee** home address)

As a candidate for appointment as a Trustee of the Trust at the Annual General Meeting to

be held on **SATURDAY, 14th SEPTEMBER 2019.**

The nominee is a Tupuna Whanau Representative as recorded on the current Register of Tupuna Whanau Representatives maintained by the Trustees.

SIGNED this day of 20.....

.....
(**proposer** - Signature of Tupuna Whanau Representative) (Tupuna #)

.....
(**second proposer** - Signature of Tupuna Whanau Representative) (Tupuna #)

Summary of responsible Trustee characteristics (for guidance of Beneficiaries)

- Committed to the Trust;
- Have the available time and energy;
- Have the confidence of beneficiaries
- No insurmountable conflict of interest with the Trust;
- No vested interest in the activities of the Trust;
- Have experience in business activities;
- Be able to act with complete integrity and to retain confidentiality where required of all of the Trust’s business and the business of those with whom the Trust deals;
- Have some knowledge of the Trust Order and knowledge of the business of the Trust.



Te Tii (Waitangi) B3 Trust

19/36 Te Kemara Ave, Waitangi PO Box 273, Paihia info@tetiwaitangi.co.nz (09) 402 5146

NOTICE OF ACCEPTANCE OF NOMINATION AS A TRUSTEE

TRUST ORDER: FIFTH SCHEDULE (PART 2) – REFER CLAUSE 6.4

I,

(Full name of Nominee)

state that I:

1. Accept nomination for election to the position of Trustee of the Trust;
2. Consent to being appointed by the Maori Land Court as a Trustee of the Trust if I am elected to that office;
3. Undertake to familiarise myself with the Trust Order and to properly carry out my duties as Trustee;
4. Confirm that I have the ability, experience and knowledge to be effective as a Trustee, as evidenced below;
5. Have been a trustee on other trusts or a committee/board member of other organisations, namely:

.....

6. Have the following relevant work/other experience:

.....

7. Have the following qualifications:

.....

8. Offer the following skills to the Trust:

.....

9. have not been held by a Court to have misconducted myself in the administration of the Trust or any other organisation;
10. not been convicted of a crime involving dishonesty;
11. I am not under an order for any mental health condition;
12. I am not a bankrupt.

Signed Dated...../...../.....

(Signature of Nominee)

Checklist for nominees of documents to be filed with this form of acceptance

- Photocopy of Driver’s Licence and/or Passport
- Curriculum Vitae

Note – as in the past, all nominees for the position of Trustee will be invited to address the meeting prior to voting.



Te Tii (Waitangi) B3 Trust

19/36 Te Kemara Ave, Waitangi PO Box 273, Paihia info@tetiwaitangi.co.nz (09) 402 5146

1. Governance Process

1. Legislative Framework

The following statements outline the legislative framework within which the Governance Process of Te Tii (Waitangi) B3 Trust (“The Trust”) operates:

- a. Section 253 and pursuant to sections 86 and 244 of Te Ture Whenua Maori Act 1993 (“Act”) provides that Te Tii (Waitangi) B3 Trust has, both within and outside New Zealand, in addition to powers expressly conferred on it by the Act, full capacity in the discharge of the obligations of The Trust in the best interests of the Beneficiaries (nga uri o Nga Tupuna), to carry on or undertake any business or activity, do any act, or enter into any transaction, with full rights, powers and privileges for those purposes. These rights, powers and privileges are embodied in the Trust Order of The Trust by section C (Objects) and section D (Powers) of the Trust Order 2015.
- b. Section 270 of the Act provides that The Trust shall act by and through its Trustees, except as provided in the Act or the Trust Order. This provision is not changed although modernised by the Trust Order 2015.
- c. Section 269(7) of the Act provides that the Trustees may regulate its procedures as it thinks fit, and this power is also set out in section D (Powers) 3.1 (General) of the Trust Order 2015.
- d. In accordance with the legislation referred to above, the Trustees may delegate powers and authorities to management, and to sub-committees, and prescribe Governance Policies and Procedures, by resolution of the Trustees passed by a majority of The Trust, Trustees for the time being in office so long as at least four (4) Trustees concur in it.

1.1. Governance Style Policy

The Trust Policy

Version Date: 17 November 2016

The Te Tii (Waitangi) B3 Trust Trustees as the governance representatives will adopt as its guiding principle, a governing rather than managing approach to its stewardship; it will separate the roles of governance and management and maintain a focus on strategic or long-term issues and those associated with ‘outcomes’ rather than on day-to-day administration.

To avoid confusion of terminology, in this paper Te Tii (Waitangi) B3 Trust is referred as “The Trust” and operational The Trust Trustees is hereafter referred to as the “Trustees”.

The Trust **Code of Practice for the Trustees** provides guidance to ably assist Trustee members carry out their duties and responsibilities in accordance with the highest professional standards.



Te Tii (Waitangi) B3 Trust

19/36 Te Kemara Ave, Waitangi PO Box 273, Paihia info@tetiwaitangi.co.nz (09) 402 5146

1.2. Code of Practice for Te Tii (Waitangi) B3 Trust Trustees

The Trust Policy

Version Date:

17 November 2016

1.2.1. Introduction

The objective of this Code of Practice is to provide guidance to Trustee Members to assist them in carrying out their duties and responsibilities in accordance with the highest professional standards.

The governance of The Trust is composed with the highest professional standards.

1.2.2. Framework and Values

- a. The Trust will adopt as its guiding principle a governing rather than a managing approach to its stewardship; it will separate the roles of governance and management and maintain a focus on strategic or long term issues and those associated with “outcomes” rather than day –to-day administration.
- b. The governance of The Trust is composed of a framework of interlocking **values, principles and practices** through which the Trustee exercises authority and makes decisions in order to achieve The Trust’s purpose.
- c. Acting in the best interests of The Trust, the Trustees need to balance its accountability to beneficiaries and responsibility to other stakeholders with the discretion it grants to management in the day-to-day running of The Trust.
- d. The **values** that guide the behaviour and performance of Trustee members are:
 - Tino rangatiratanga – see Maori Guiding Principles (1.2.5)
 - Recognising mana whenua – see Maori Guiding Principles
 - Honesty and integrity
 - Being a good employer
 - Maintaining beneficiary welfare
 - Pursuing business excellence
 - Iwi and community development
 - Kaitiakitanga – see Maori Guiding Principles

1.2.3. Duties and Responsibilities of Individual Trustees

Each Trustee is expected to become an active participant in a Trustee meeting that functions effectively as a whole. A Trustee is responsible to:

- Be informed of co-stating documents and legislation under which The Trust exists, its mission, values, codes of conduct, and policies;
- Keep generally informed about the activities of The Trust, the local community and general trends in the sector(s) in which it operates;
- Attend Trustee meetings regularly and serve on committees of The Trust;



Te Tii (Waitangi) B3 Trust

19/36 Te Kemara Ave, Waitangi PO Box 273, Paihia info@tetiwaitangi.co.nz (09) 402 5146

- Exercise, in the performance of duties, the degree of care, diligence and skill required of a Trustee pursuant to the laws under The Trust;
- Be independent and impartial;
- Not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;
- Act with honesty and integrity and conduct oneself in a manner consistent with the nature and the responsibilities and the maintenance of public confidence in the conduct of the Trustee's business;
- Offer personal perspectives and opinions on issues of the day;
- Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Trustees;
- Maintain solidarity with fellow Trustees in support of a decision that has been made in good faith in a legally constituted meeting, by Trustees in reasonably full possession of the facts;
- Ask the Trustees to review a decision, if there is reasonable grounds to believe that The Trust has acted without full information or in a manner inconsistent with its fiduciary obligations;
- Know and respect the distinction in the roles of Trustees and management;
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with these policies; and
- Comply with all other codes and policies approved by the Trustees from time to time.

1.2.4. Principles and Practice Guidelines

The following *principles* are general standards covering major areas of Trustees and The Trust activity. The practices expand upon the values and principles, and recommend approaches to issues that Trustee members should consider, in the execution of their duties.

a. Observe and foster high ethical standards

Leadership

The proper discharge of Trustee member's duties requires ethical standards, over and above purely legal requirements.

By displaying and encouraging high ethical standards, Trustee members positively influence the culture, behaviour and reputation of The Trust.

Conflicts of Interest

All Trustee members should avoid conflicts of interest so far as possible.

Where a conflict or potential conflict arises, at a minimum they must disclose it and adhere scrupulously to the procedures provided by law, and by the Trust Order, for recording and dealing with conflicts and ensuring the Trust obtains fair value.

Trustee members who are conflicted regarding a particular issue should absent themselves from discussion and decision-making relating to that issue.

A Trustee member who has a continuing conflict of interest of a material nature, that cannot be satisfactorily resolved after consultation with the chairman and audit Board, should consider resignation as a Trustee member, in particular where the material continuing conflict of interest prejudices his or her ability to contribute to the affairs of the Trust to the same extent as the other Trustee members.



Te Tii (Waitangi) B3 Trust

19/36 Te Kemara Ave, Waitangi PO Box 273, Paihia info@tetiwaitangi.co.nz (09) 402 5146

Confidentiality

Trustee members must observe the confidentiality of non public information disclosed to them as Trustee members and not disclose it to any other person without the authority of the Trust.

A Trustee member who is nominated by, or has a special allegiance to, a particular beneficiary or group of beneficiaries or other stakeholders, may only disclose confidential information to the nominating beneficiary or other stakeholder with the authority of the Trust and in compliance with any procedures prescribed by law or the Trust Order.

Oath of Office and Confidentiality Agreement

Each Trustee member in office is required to sign and agree to comply with the “*Oath of Office and Confidentiality Agreement*”, on the form noted here as ***Schedule “A”***.(p10)

b. Act in good faith and generally in the best interest of The Trust

Trustee members have a fiduciary duty to act in good faith and generally in what they believe to be the best interests of the Trust.

Trustee members have a duty of care, diligence and skill requiring them to be active and inquiring in the conduct of the duties.

Trustee members should consistently attend Trustee meetings and devote sufficient time to make and keep themselves familiar with the nature of the Trust’s business and the environments in which it operates.

Trustee members also have a duty not to act recklessly by permitting the Trust to carry on business in a way likely to result in substantial loss to creditors, or to incur an obligation unless the Trust can perform against it.

c. Comply with the spirit and letter of the law

Trustee members must exercise their powers for a proper purpose. They should understand the reasons powers have been conferred on them and limits within which those powers can be exercised.

They must be aware of and comply with the obligations imposed on them and the Trust by applicable law, regulation and the Trust Order and ensure that all requirements are met both in form and substance.

d. Engage in the development, approval and monitoring of The Trust strategy

Trustee members should engage with management in the development of The Trust’s strategy. The Trustees are responsible for approving and monitoring the Trust’s strategic plan.

Goals and strategies should be regularly reviewed and reassessed as the Trust and its environment change.

e. Recognise and manage risk through identification, monitoring and control

Risks that are not understood, measurable or controllable should be transferred, hedged or otherwise minimised. Risk management planning, which identifies, prioritises and determines the treatment of risks facing the Incorporation aims both to protect and enhance value. A good risk management plan is therefore integral to the Trust’s strategy.

As part of the system of risk management, Trustee members should ensure the creation, implementation and maintenance of adequate systems of internal control within the Trust.



Te Tii (Waitangi) B3 Trust

19/36 Te Kemara Ave, Waitangi PO Box 273, Paihia info@tetiwaitangi.co.nz (09) 402 5146

f. Structure The Trust for a balance of skills, knowledge and experience, to provide effective oversight and add value

Competencies

A balanced Trust needs a broad mix of skills, knowledge and experience. Its Trustee members need to be able to think and contribute outside of their own areas of expertise and interact appropriately in order to reach collective decisions.

The Trust should therefore comprise those best able to contribute individually and collectively to the achievement of Trust goals, while ensuring the proper monitoring of Trust operations, reporting and compliance.

Its membership should possess a combination of business, strategic, analytical, and knowledge competencies, as well as appropriate ethical and personal qualities. Where these skills are deficient strategies will be developed to ensure risk is minimised and skill gaps efficiently employed.

Continuing Development

The Trust should plan succession and engage in continuing professional development in order to continue to meet the needs of The Trust.

g. Encourage openness, challenge and independent thinking in Trustee composition and decision-making

Chairman

The chairman should ensure that all Trustee members are enabled and encouraged to play their full part in the affairs of the Trust and have adequate opportunities to express their views.

h. Align relevant employee remuneration and incentives with Trust strategy and performance

Employees

Well structured incentive schemes help align employees' interests with The Trust performance and beneficiaries' interests. Schemes involving performance bonuses can assist in the growth of The Trust value by focussing employees on the achievement of key short term and medium term individual and collective goals.

i. Ensure all beneficiaries are treated fairly

Trustee members should ensure fairness to all beneficiaries in disclosure of information, general communications and in any transaction potentially affecting the value of participation in the Trust.

j. Recognise and respect the legitimate interests of stakeholders

Strict adherence to the law and ethical values helps to ensure recognition and appropriate consideration of the interests of stakeholders, including employees, suppliers and others.

Active management of key stakeholder relationships is generally consistent with acting in the best interests of the Trust.

Trustee members should adopt policies governing the management of relationships with key stakeholders that are consistent with the nature of the Trust, its mission or purpose and the interests of its beneficiaries.

k. Foster constructive relationships with beneficiaries that encourage them to engage with the Trust

Beneficiaries Meetings

Annual and other meetings should be held at times and locations that are convenient for the majority of beneficiaries. At meetings, beneficiaries should be given sufficient time to ask, through the



Te Tii (Waitangi) B3 Trust

19/36 Te Kemara Ave, Waitangi PO Box 273, Paihia info@tetiwaitangi.co.nz (09) 402 5146

chairman, questions of the Trust, its management and auditors. The chairman should enable the auditors to speak on any part of the business of the meeting that concerns them as auditors.

On-line Information

The Trust should maintain an up-to-date website providing on-line access to Trust reports, key corporate governance documents, beneficiary notices, information releases and a description of the Trust's operations and goals.

i. Ensure the quality and independence of the internal and external audit processes

Audit Committee

In the absence of a compelling reason agreed to by the Trustees to the contrary, the chairman of the Trust should not be chairman of the audit committee.

The audit committee should be formally constituted to ensure its relationship with the Trust is clear. It should have written terms of reference. Its duties should include the review of all financial statements to be released by the Trust, the regular review of compliance with internal systems and controls and the review of compliance with statutory and regulatory requirements. The committee should also review the independence and performance of external auditors.

Lines of Communication

There should be clear lines of communication between the audit committee and the external auditors. The audit committee should meet with the external auditors at least once a year and for at least part of that meeting no employees of the Trust should be present.

There should also be clear lines of communication between the chairman of the audit committee and the head of any internal audit function.

m. Remunerate management fairly and transparently

Remuneration setting procedures and criteria for senior management should ensure adequate and defensible levels of salary and incentives, with a clear linkage both to market equivalents and Trust performance.

Disclosure

Disclosure of Trust remuneration is recommended.

n. Recognise the appropriate division between governance and management

Division of Responsibilities

Subject to the Trust's ability to delegate responsibility there should be an agreed division of responsibilities to ensure a balance of power and authority in order that no one individual has unfettered powers of decision.

Ordinarily, Trustee members should not become involved in management issues or in managing the implementation of Trust policy.

o. Ensure a balanced agenda of structural, conformance and performance matters for Trustee consideration

Chairman

The chairman is responsible for the efficient functioning of the Trustees and sets the agenda for Trustee meetings, usually in conjunction with the administration.

The chairman has primary responsibility for ensuring that all Trustee members receive sufficient and timely information to enable them to be effective Trustee members.



Te Tii (Waitangi) B3 Trust

19/36 Te Kemara Ave, Waitangi PO Box 273, Paihia info@tetiwaitangi.co.nz (09) 402 5146

Balance in Agendas

Agendas should be composed of an appropriately balanced set of structural, conformance and performance matters. This enables the Trustee governance to deal with important compliance, administrative and short-term performance issues, while allocating sufficient time to consideration of the Trust's long-term future.

Structural matters include organisational form, behaviour, remuneration and performance planning and evaluation.

Conformance matters concern controls, reporting and compliance.

Performance matters relate to value creation and achievement of the Trust's mission or purpose. They include the setting and monitoring of strategy, strategic risk management and the long-term attraction and allocation of human, physical and financial resources.

p. Monitor and control performance through accurate and timely internal and external reporting

Internal Reporting

The Trust must ensure that appropriate reporting systems are in place and maintained to provide accurate and timely information to the Trustees.

External Reporting

The Trust is obliged to keep accurate accounting records, to prepare financial statements, and must ensure that the financial statements comply with Generally Accepted Accounting Practice.

The Trust should present to beneficiaries an assessment of the Trust's performance and position. This will usually involve the provision of information additional to the minimum required by law.

Reports and financial statements need to be understood readily by beneficiaries. This means that a coherent narrative is necessary as well as figures.

q. Monitor and regularly evaluate Governance and management performance

Trustees

Systematic review of the performance of individual members (including the chairman) and of the Trust as a whole helps address weaknesses, increases skill levels and demonstrates a commitment to accountability. A formal review should take place annually, supplemented by informal evaluation between the chairman and individual Trustee members during the year.

Management

Evaluation of the Administration is a fundamental obligation of the Trust, given that it is responsible for the monitoring and oversight of management. Such evaluation is also crucial for the setting and achievement of The Trust goals.

Evaluation should be based on the administrators' job description or contract, performance objectives set for each year, and over the longer term, and a range of qualitative factors such as leadership style, vision and integrity.

r. Encourage efficiency in Trustee and Trust operations and in the operating environment

Trustee members should take an active interest in legislative and other developments which affect the Trust's ability to operate efficiently. Good voluntary practices which suit the circumstances of the Trust can reduce the imposition of regulation and the associated compliance costs.

Business Operations

One of the challenges facing organisations is the need for continuous improvement in products and



Te Tii (Waitangi) B3 Trust

19/36 Te Kemara Ave, Waitangi PO Box 273, Paihia info@tetiwaitangi.co.nz (09) 402 5146

services under increasing cost and price constraints. Trustee members should apply their skills and experience to encourage a disciplined and innovative approach to improving operational efficiency.

Compliance costs should be subject to the same discipline. Trustee members should encourage cost effective compliance by the Trust.

Trustee operations and sub-committees

The Trustees should take the lead through the efficient conduct of its own affairs. It should agree a work plan for each year, including meeting dates and agenda topics.

In appropriate circumstances, sub-committees other than audit committees may be appointed to assist with specific issues. Use of sub-committees can promote efficient operation of the Trustees by facilitating distribution of the Trustees workload and enabling more detailed consideration of matters by Trustee members who have specific skills.

When a sub-committee is established by the Trustees its terms of reference, powers, duties, reporting procedures, membership, remuneration and duration of office should be clearly recorded. Decision making abilities of sub-committees should be clearly defined. Generally, sub-committee activities should result in recommendations for the approval of the all Trustees.

Any Trustee member should be invited to attend meetings of any sub-committee should they so wish, whether appointed to that sub-committee or not, provided the Trustee member is not excluded for reasons of conflicts of interest.

1.2.5. Maori Guiding Principles

While The Trust is a business, it is a Maori business and as such has additional guiding principles that should be taken into account when interpreting and applying its Policies and Procedures.

These Principles are as follows:

a. Kotahitanga

This is the principle of unity of purpose and direction.

The tikanga that flows from this is: – to promote whanaungatanga based on knowledge of shared heritage and an understanding and celebration of cultural distinctiveness.

b. Manaakitanga

Behaviour that acknowledges the mana of others expressed through aroha, hospitality and mutual respect.

Te tikanga: – to promote a fair and just society

c. Rangatiratanga

The expression of the attributes of rangatira including humility, leadership by example, generosity, altruism, diplomacy and knowledge of benefit to the people.

Te tikanga: – to promote whanau and uri, self determination through the establishment of good governance, effective policies, self worth and importance.

d. Wairuatanga

This is about the belief that there is a spiritual existence alongside the physical. It is expressed through the intimate connection of the people to their maunga, awa, whenua, moana, marae, tupuna and atua.



Te Tii (Waitangi) B3 Trust

19/36 Te Kemara Ave, Waitangi PO Box 273, Paihia info@tetiwaitangi.co.nz (09) 402 5146

Te tikanga: - to encourage, maintain and promote spiritual identity and connection with the land.

e. Whanaungatanga

This principle underpins the social organisation of whanau, uri and iwi and includes rights and reciprocal obligations consistent with being part of a collective. It is the principle which binds individuals to the wide group and affirms the value of the collective.

Te tikanga: - to promote whanaungatanga as the model for good collective arrangements between different whanau and uri.

f. Mana Whenua

This principle defines Maori to the land occupied by right of ancestral claim. It defines turangawaewae and ukaipo, the places where you belong, where you count, where you are important, where you can contribute.

Te tikanga: - to develop a kaitiaki whenua who will take advice and guidance from whanau and uri and to develop mana whenua as the basis for land management policies.

g. Kaitiakitanga

This principle embraces the spiritual and cultural guardianship of Te Ao Marama, a responsibility derived from whakapapa.

Te tikanga: - to create a clean, safe and healthy environment by promoting the protection and restoration of our natural environment.

h. Mana Tupuna

This is defines who Maori are as a people. It is the bridge that links us to our ancestors.

Te tikanga: - to promote whakapapa as an analysis and synthesis tool within the research activity of the kaitiaki whenua. Furthermore, to support endeavours by whanau and uri to establish their iwi connections, find their place in the world and become positive contributors to the wider community.

i. Te Reo

This principle is about the expression of one's self in a world that is diverse as it is divided. Identification of who we are as an indigenous people in this world to encourage and support the use of this unique language of the context of our business.



Te Tii (Waitangi) B3 Trust

19/36 Te Kemara Ave, Waitangi PO Box 273, Paihia info@tetiwaitangi.co.nz (09) 402 5146

Schedule A

OATH OF OFFICE AND CONFIDENTIALITY AGREEMENT

I, _____, a Trustee of Te Tii (Waitangi) B3 Trust ("The Trust"), declare that I have read, understood and agree to comply with The Trust's Code of Conduct, Policy on Conflicts of Interest and other applicable policies, and that in carrying out my duties as a Trustee, I will:

1. Exercise the powers of my office and fulfil my responsibilities honestly, in good faith and in the best interests of The Trust
2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
3. Keep confidential all information unless The Trust determines that such information is public. This shall include, but not be limited to, information about personnel, trade-secrets, any personal information, and matters dealt with during meetings of the Trustees.
4. Conduct myself in a spirit of collegiality and respect for the collective decisions of all Trustees and subordinate my personal interests to the best interests of the Trust.
5. Immediately declare any personal conflict of interest that may come to my attention.
6. Immediately resign my position as a Trustee of The Trust in the event that I or my fellow Trustees of The Trust have concluded that I have breached this ***Oath of Office***.

Signature: _____

Date: _____

Witness: _____

Date: _____



Te Tii (Waitangi) B3 Trust

19/36 Te Kemara Ave, Waitangi PO Box 273, Paihia info@tetiwaitangi.co.nz (09) 402 5146

CHECKLIST FOR APPLICATION

(Tick Box)

| | |
|-------------------------------------|--|
| <input checked="" type="checkbox"/> | I have received my Trustee Nomination Notice in good time |
| <input type="checkbox"/> | Attached is a photocopy of my Drivers License and/or Passport |
| <input type="checkbox"/> | Attached is my Curriculum Vitae (CV) |
| <input type="checkbox"/> | 2 x Tupuna Whanau Representatives have nominated me to be a Trustee (<i>page 1</i>) |
| <input type="checkbox"/> | I have signed the Notice of Acceptance of Nomination as a Trustee (<i>page 2</i>) |
| <input type="checkbox"/> | I have signed the Oath of Office and Confidentiality Agreement (<i>page 12</i>) |
| <input type="checkbox"/> | Application is <i>correctly signed by all parties</i> and all required attachments are delivered to the Trust before the nomination closing date (31 st August 2019). |