



Decision Paper

Submitted by: Chief Executive Officer
To: Te Rūnanga o Ngāi Tahu
Subject: Charter Changes - 2011
Author: Chris Ford
Date: 21 November 2011

1. PURPOSE

1.1 The purpose of this paper is to seek the approval of Te Rūnanga on a series of changes to the wording of the Charter.

2. BACKGROUND

2.1 The Charter is a fundamental governance document upon which the Te Rūnanga Group is structured. Ensuring the Charter is as well drafted and clearly worded as possible is important to the Te Rūnanga Group as this will minimise disputes about the meaning of the Charter.

2.2 The Office has carried out a line by line review of the Charter to identify technical wording changes that can be made to clarify the meaning of the Charter.

2.3 In addition over the last 2 years other substantive changes to the Charter have been discussed with Te Rūnanga and agreed in principle. The Office is now asking Te Rūnanga to implement the Charter changes previously discussed and agreed.

2.4 All the Charter changes proposed in this paper have been previously approved in principle by Te Rūnanga or Te Here.

2.5 The proposed changes to the Charter fall into three categories:

a) **Fixing and updating drafting**

The bulk of the proposed changes to the Charter consist of fixing and updating the drafting of the Charter. These changes are highlighted in **yellow** in the draft Charter attached at Appendix One.

b) **Changing the wording of the Charter to clarify its meaning**

These changes are not intended to amend the meaning of the Charter; rather they aim to clarify the meaning of the Charter where its wording could be better. These changes are highlighted in **green** in the draft Charter attached at Appendix One.

c) **Substantive changes to the Charter**

These changes do change the substantive meaning of the Charter, some of the changes are material but the Office considers the majority of the substantive changes to not be material nature. These changes are highlighted in **blue** in the draft Charter attached at Appendix One and each is discussed in clause 3 below.

3. DISCUSSION POINTS

- 3.1 In earlier Discussions Papers (October 2010/May 2011), Te Rūnanga reviewed several 'substantive' changes. These are highlighted as follows:
- 3.1.1 Clause 1.1 definition of "Business Day" has been amended to clarify the meaning of the term "Business Day". The previous wording has become unclear because some registered bank are now open on Saturdays and therefore it could be argued that Saturday counts as a Business Day.
 - 3.1.2 Clause 1.1 definition of "Member" in the current Charter includes "the Rūnanga Representatives of the Papatipu Rūnanga". This definition has been amended as it is inconsistent with the Act, in most cases the Charter does not use the term "Member" to include the Rūnanga Representative, and in many cases the current definition does not make sense as when the Charter uses the term Member it is clearly intending to refer just to the Papatipu Rūnanga and not the Representatives.
 - 3.1.3 Clause 1.1, a definition of Te Here has been added to the Charter.
 - 3.1.4 Clause 1.1, a definition of Te Rūnanga Investment Policy Framework has been added to the Charter.
 - 3.1.5 Clause 6.11 [Removal of Rūnanga Representatives] has been amended to provide that when a Te Rūnanga Representative (who is on a Te Rūnanga Committee) ceases to be a Rūnanga Representative appointed under clause 6.7 but immediately becomes an Alternate Rūnanga Representative they cease to be a member of that Committee.
 - 3.1.6 Clause 6.14(a) has been amended to clarify that voting for the Kaiwhakahaere and Deputy Kaiwhakahaere takes place at the Table with each Rūnanga Representative representing the views of their Rūnanga and to make clear an Alternate can't be appointed as Kaiwhakahaere or Deputy Kaiwhakahaere. Clauses 6.14(b)/(c), 13.2, 15.8(b) and 16.1 have also been amended to clarify the various actions in those clauses are actions that Members undertake through their Rūnanga Representatives
 - 3.1.7 Clause 6.14(c)(i) has been amended to confirm the default term of office for Kaiwhakahaere and Deputy Kaiwhakahaere is three years, not four. Te Rūnanga is able to change this if they wish but setting the starting point at 3 years aligns with the policy adopted by Te Rūnanga for Kaiwhakahaere and Deputy Kaiwhakahaere elections and also with Rūnanga Representative terms.
 - 3.1.8 Clause 6.16 [Adding a new Kaumātua to the Blue Book] has been amended to record Te Rūnanga's decision that a Special Resolution is required to add a new 1848 Kaumātua to the Blue Book. Clause 15.3 has been amended to reflect this change as well.
 - 3.1.9 Clause 10.5(a) [Asset Aggregation] has been amended to recognise the Te Rūnanga Investment Policy Framework adopted by Te Rūnanga in April 2010.
 - 3.1.10 Clause 10.5 [NTHC DFA] has been amended to reflect the changes to the level of authority delegated from Te Rūnanga to NTHC agreed at Te Rūnanga's August 2011 meeting.
 - 3.1.11 Clauses 15.6 [Delivery of Notice] and 15.7 [Notice Effective] have been

amended to confirm notices of a Meeting can be issued by email or other electronic means. Clause 22.1 has been amended to be consistent with this proposed change.

3.1.12 Clause 16.2 [Quorum for Special Resolutions] has been amended to provide more flexibility regarding getting a quorum for a Meeting.

3.1.13 Clause 16.15 [Code of Conduct for Rūnanga Representatives] has been added to clarify Te Rūnanga's ability to implement sanctions should the Te Rūnanga Code of Conduct be breached by a Rūnanga Representative

3.1.14 Clause 19.4 [Proceedings of Committees] has been amended to provide Committee meetings are In Committee unless decided otherwise.

3.1.15 Clause 23.2 /23.3 [Action by a Third Party/Decision to not Indemnify] have been amended to record Te Rūnanga's decision that unless Te Rūnanga decides otherwise Rūnanga Representatives, the Secretary, the Chief Executive Officer and Te Rūnanga Group employees will be indemnified and insured by Te Rūnanga for claims made against those persons in their capacity.

4 RECOMMENDATIONS

That Te Rūnanga o Ngāi Tahu:

- a) Receives the paper; and
- b) By Special Resolution approves the proposed changes to the Charter set out in the Charter attached at Appendix One to this paper.

5 APPENDICES

Appendix One – Charter showing proposed amendments.

Author

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Chief Executive Officer

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