



Minutes of Meeting

Meeting:	New Zealand AIDS Foundation Annual General Meeting	
Location:	31–35 Hargreaves Street, College Hill, Auckland	
Date:	Saturday, 29 November 2008	
Time:	1.00 – 2.30pm	
Present:	Mark Henrickson (Chair) Paul Bohmer (Deputy Chair) Rachael Le Mesurier (Executive Director) Hamish Allardice Richard James Peter Browne Peter Taylor Richard Kittely Keith Townshend Phillip Davis Wayne Otter Michael Bancroft Anton Blank Dawn O'Connor Simon Harger-Forde Kevin Jensen Calum Bennachie Jacquie Grant Tony Hughes	Phil Parkinson David Thomson Peter Saxton Charles Chauvel David Hollander Warren Lindberg Jonathan Smith Jay Bennie Ross Stevenson Mama Tere Strickland Daniel Nehemia Willy Ruru Andrea (gaynz.com) Matt Akersten Leigh Rellaby Ruth Tahere Stacey Kerapa C Mullins Virginia Cattell (Secretary)

Item	Discussion
1.	MIHI & KARAKIA – Mama Tere Strickland
2	WELCOME, APOLOGIES, SPEAKING RIGHTS Welcome from the Chair: Mark Henrickson. Thanks to Mama Tere for opening the meeting with Mihi & Karakia.
	a) Apologies Michael Stevens, Jeremy Lambert, Richard Tankersley, Kate Leslie, Tim Barnett, Mike Roguski, Alastair Cameron, Tony Walker, Peter Sykes <i>Motion: that the apologies be accepted</i> <i>Moved: Charles Chauvel</i> <i>Seconded: Jonathan Smith</i> CARRIED

	<p>b) Voting process for AGM – voices, show of hands, ballot, proxy</p> <p>Voting to be by show of hands unless secret ballot requested. No proxies were held.</p>																		
	<p>c) Outcome of Postal Vote for Election of Trustees</p> <p>The Trust Board Secretary announced the following election voting results which were scrutinised by independent Chartered Accountant, Wayne Lockwood:</p> <table border="1" data-bbox="359 492 871 981"> <thead> <tr> <th><i>Candidate</i></th> <th><i>No. of Votes</i></th> </tr> </thead> <tbody> <tr> <td>Howard Alchin</td> <td>10</td> </tr> <tr> <td>Alastair Cameron</td> <td>46</td> </tr> <tr> <td>Daniel Eakins</td> <td>23</td> </tr> <tr> <td>Jacque Grant MNZM</td> <td>22</td> </tr> <tr> <td>Nikora Nitro</td> <td>10</td> </tr> <tr> <td>Joseph Randall</td> <td>20</td> </tr> <tr> <td>Mike Roguski</td> <td>25</td> </tr> <tr> <td>Tere Strickland-Tahere</td> <td>7</td> </tr> </tbody> </table> <p>Congratulations were extended to the two elected Trustees, Alastair Cameron and Mike Roguski, both of Wellington.</p> <p>The Chair thanked members for holding trust in the Board. In addition, Peter Taylor, leaving the Trust Board as of this date, was thanked for his valued contribution.</p>	<i>Candidate</i>	<i>No. of Votes</i>	Howard Alchin	10	Alastair Cameron	46	Daniel Eakins	23	Jacque Grant MNZM	22	Nikora Nitro	10	Joseph Randall	20	Mike Roguski	25	Tere Strickland-Tahere	7
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<p>3.</p>	<p>MINUTES OF PREVIOUS MEETING</p>																		
	<p>a) Minutes of Annual General Meeting held 24 November 2007</p> <p><i>Motion: that the minutes of the Annual General Meeting of 24 November 2007 be adopted as a true and correct record. Subject to: the correction of Michael Stevens' name on page 3.</i></p> <p><i>Moved: Ross Stevenson</i></p> <p><i>Seconded: Peter Saxton</i></p> <p>CARRIED</p>																		
	<p>b) Matters Arising</p> <p>From the floor, Ross Stevenson expressed concern that the Annual Audited Accounts 'page 10' missing from the previous year had not yet been made available to members, despite repeated requests since the last meeting. The Chair reminded him that an equivalent document had been faxed to him last year. It was stressed that only this replacement equivalent was available, and the explanation provided at the last AGM as to why this 'page 10' is no longer compiled was reiterated. Trustee Richard James added that the accounts which are produced are those required by the Charities Commission. The Executive Director noted that the 'page 10' had only ever been included in one year of NZAF's history, that page 10 was not part and had never been part of the audited report and that members could be reassured by the fact that NZAF met the Charities Commission's stringent standards immediately without any changes to existing practice.</p> <p>Ross Stevenson's concern was noted and he was invited to have further conversation with the Executive Director and Richard James about how to possibly obtain more information if needed.</p>																		

4.	<p>REPORTS</p>
	<p>a) Annual Report</p> <p>The Chair provided an explanation of the new DVD format, noting that the feedback so far on the presentation had been very positive. A small number of people had had problems with the audio not playing, but this may be due to differences between DVD players and seemed to be rectified by pressing the Enter key until the sound was audible.</p> <p>The Chair introduced the annual report by outlining the accomplishments and areas to grow for the Trust Board and NZAF. The Trust Board has worked hard to promote the mission of the NZAF, totalling over 1,000 hours this year (exclusive of travel). The Chair noted that publicising this figure is not to draw attention to the Trust Board, but to illustrate the deep awareness of the responsibilities inherent in the role of Trustee. HIV is going to be around for a long time and is a fundamental part of our lives. Therefore purchasing the Hargreaves Street building in 2008 was a decision which allows the NZAF to be in a strong financial position and have long-term stability.</p> <p>The Trust Board has also been revising its documentation to make sure it is in accordance with the 2007 Trust Deed, guided by the Charities Act, ensuring sound operations long term. A final version of the Governance Manual has just been adopted.</p> <p>The Chair went on to highlight how the Trust Deed underlines the importance of NZAF membership. Four of the seven Trustees are members elected by the membership and their role is very important. Trustees are keen to ensure that membership reflects the communities that are dealing with HIV. Everyone was asked to take membership forms home and give them to friends and neighbours. The Trust Board also needs to communicate with members and the gay media who choose what to print and from what angle. A new NZAF website currently under construction will have a dedicated means for communication from the Trust Board.</p> <p>The Chair reported a positive working relationship with tangata whenua, despite the Trust Board being all Pakeha. The Trust Board was thrilled that there were at least three Māori candidates in the election and thanked them for their willingness to invest their trust and goodwill in the NZAF. A series of hui have been planned to develop the relationship at a governance level. This is a respectful process and is for Māori by Māori, and may serve as a model for other communities.</p> <p>The Chair expressed the Board's confidence in and gratitude to the Executive Director and staff. It was noted that the recent staff survey rated satisfaction high at 70–83% and the NZAF was described as “a great place to work” .</p>
	<p>b) Annual Audited Financial Statement of Accounts</p> <p>Richard James reported that the Audited Accounts had been prepared by Deloitte following the guidelines of recent years. There is a net annual deficit of \$633,000 because of a Trust Board decision to reduce the historically large surplus and use this surplus to further the NZAF's mission.</p> <p>From the floor, Ross Stevenson asked for a clarification as to the availability of a Profit & Loss statement for purposes of transparency and accountability. The Executive Director confirmed that the accounts presented to the membership represent everything provided by the auditors. She noted the Ministry of Health also audited the NZAF thoroughly in 2006 and absolutely endorsed the financial procedures and reporting. To gain perspective, a list of comparable organisations is available through the Executive Director. The Chair outlined the process for remits for the next meeting if members would like to pursue this matter.</p> <p><i>Motion: that the 2007 – 2008 audited statement of accounts be received.</i> <i>Moved: Mama Tere Strickland</i> <i>Seconded: Jonathan Smith</i> CARRIED</p>

5.	GENERAL BUSINESS
	<p>a) Remits</p> <p>Only one remit received. See attached.</p>
	<p>b) Process for hearing and determining remits</p> <p>The mover of any remit will have three minutes to speak to the remit. A remit's seconder will have two minutes. From there the debate will alternate between those for and those against the remit, each speaking for one minute. The Chair will decide when the debate is not introducing any new points, and will call for a vote. A majority vote by show of hands will suffice to pass a remit.</p> <p>Remit 1</p> <p><i>That the words "and religious support" be deleted from clause 5.2(b) of the Deed of Trust of the New Zealand AIDS Foundation. (Calum Bennachie)</i></p> <p>Calum Bennachie asserted that religions are anti-gay and therefore he would like the phrase removed or changed, ensuring a positive message for younger people and those vulnerable. Calum Bennachie was thanked for his remit.</p> <p>Michael Bancroft, a former ordained Roman Catholic priest, Ross Stevenson and Phil Parkinson spoke in opposition to the remit. Calum Bennachie responded that removing the words would not prevent people seeing a minister but would ensure that it is not in the Trust Deed as a safety measure.</p> <p>A vote by show of hands was taken, with the Chair noting that this can only be an advisory motion as variations to the Trust Deed are not made on an ad-hoc basis.</p> <p>Motion: <i>that Remit 1 be accepted.</i> Moved: <i>Calum Bennachie</i> Seconded: <i>Jacquie Grant</i> NOT CARRIED</p>
	<p>c) Any Other Business</p> <ul style="list-style-type: none"> • Mama Tere responded to the Chair's Report regarding the commitment to Māori development, noting in the past there had been two dedicated Māori seats on the Trust Board but that there had been a feeling in more recent times that Māori have not been part of the NZAF. She hoped the relationship with Māori would be strengthened with speed and aroha. • Warren Lindberg, NZAF Life Member employed by the Ministry of Health, stated that he was part of the working group who drew up the Trust Deed and offered his congratulations on what has been achieved, including increasing the membership and the purchase of the building. He wished the NZAF well for the future. • The Chair acknowledged the enormous contribution of the current Life Members and those receiving their awards the next day. • The Executive Director thanked Jonathan Smith and his crew for organising the Queen of the Whole Universe event two weeks earlier. It was huge success playing to a packed house and it is hoped that the NZAF's message will be spread via all the people involved. • Simon Harger-Forde noted the history of others present was humbling. He reported on the collections for World Aids Day with over 200 volunteers in Wellington and Auckland. Although totals not yet final, a significant amount of money was collected and many people

	felt that they were part of a movement. The NZAF is strong, motivating to be part of and doing incredible work.
6.	<p>The Chair passed a motion to close the meeting. <i>Moved: Mama Tere Strickland</i> <i>Seconded: Kevin Jensen</i> CARRIED</p> <p>KARAKIA WAIATA – Mama Tere Strickland</p>

Meeting closed at 2.30pm.

Minutes Confirmed this _____ day of _____ 2009.

CHAIRPERSON