

# Trustee Board Meeting

Te Whānau Tupu Ngātahi o Aotearoa – Playcentre Aotearoa

**Meeting #:** 01/2021-M

**Date:** Friday 26<sup>th</sup> February 2021

**Time:** 1:00 am – 9:00am

**Location:** Capital Gateway Motor Inn, Newlands, Wellington

**Attendees:** Ruth Jones (Chair), Avis Stewart, Michelle Hutton, Tiso Ross, Charmaine Martin, Ranees Davies, Thomas Tawhiri (Acting General Manager)

**Apologies:** Nil

## Administrative

- 1 Karakia & Welcome
- 1.2 **Introductions**
- 2 Conflicts of Interest Register:

Ruth Jones	Wallaceville Playcentre, Associate Member of Playcentre Aotearoa
Avis Stewart	Mid Northland Playcentre Association, Te Waewae Koukou (previous)
Michelle Hutton	Blockhouse Bay Playcentre (previous) and Adult Education Programme Facilitator
Tiso Ross	Hataitai Playcentre (previous/life member)
Char Martin	Taranaki Playcentre (previous) and Facilitator and Commenter of Adult Education
Ranees Davies	Takanini Playcentre (previous) and Centre Support Administrator
- 2.1 **Minutes of the last meeting**

*The meeting approved the minutes of the 5<sup>th</sup> December 2020 Board meeting (with amendments).*
- 2.2 **Correspondence**

Correspondence from Co-Presidents email from the 28/08/2020 to 17/02/2021 has been accepted
- 2.3 **Matters arising**

The Action list was reviewed (at the end of the meeting).

## Reporting

### 3 Financial Report

3.1 November, December, January spotlight reports were tabled (accepted)

3.2 Approval Process for Spotlight Reports:

1. reports uploaded each month to Teams.
2. Trustees have one week to review the report and ask any questions.
3. After one week, board secretary/trustee will post a poll asking Trustees to approve the report.
4. At each TB meeting, the minutes will record which monthly Spotlight Reports have been reviewed and approved.

3.3 **Audit:**

The Trustee Board acknowledged the 2019/2020 financial audit has been completed and signed off by the Co-presidents within the required timeframe.

4	General Property
4.1	<p><b>Aotea Playcentre</b></p> <p><u>Recommendations:</u></p> <ol style="list-style-type: none"> <li>1. that the board decide between these two options: <ol style="list-style-type: none"> <li>a. Clause 3.5 is strong enough to sustain Playcentre membership with ONE session at Playcentre unlocking one or two sessions at the ECE (supported by Aotea Island Playcentre current membership)</li> <li>b. Clause 3.5 should be strengthened to ONE session at Playcentre unlocks ONE session at the ECE, and TWO sessions at Playcentre unlock TWO sessions at the ECE (supported by Susan Bailey and Anna Fleet)</li> </ol> </li> <li>2. That the board decide who is the best entity to assess the results of the Aotea Island Playcentre/AET shared building trial at the end of the one-year period and decide whether to terminate or continue the agreement <ol style="list-style-type: none"> <li>a. The Management Team of Playcentre Aotearoa</li> <li>b. The Board of Trustees</li> </ol> </li> <li>3. That the board approve a one-year trial of the shared building model at Aotea Playcentre, with the requirement that Memorandum of Understanding be updated with the decisions made in #1 and #2 above as well as the restriction against a non-complete clause in the ECE contract, and that the Auckland Regional Manager do a final review with the NSC Management Team before signing the MOU.</li> </ol> <p><b>Decision:</b></p> <p>The Trustee Board have agreed to support the previous GM’s decision for the approval for the 1-year trial of the shared building model. The Board agreed with recommendations 1a, 2a &amp; b and 3. The trustee board have determined that Playcentre Aotearoa’s lawyers will review the MOU document before signing.</p>
4.2	<p><b>Mount Maunganui Playcentre</b></p> <p><u>Recommendation:</u></p> <p>To sign a letter of support (not financial) for the Mount Maunganui group to enter a lease with Tauranga City Council and allow them to apply for grants.</p> <p><b>Decision:</b></p> <p>The Trustee Board have agreed to sign the letter of support Mount Maunganui Playcentre. This is strictly a letter of support for Mount Maunganui Playcentre, there is no financial obligation on Te Whānau Tupu Ngātahi o Aotearoa – Playcentre Aotearoa at this time.</p> <p><b>Questions:</b></p> <p>The trustee board requests further information on the identity of the potential funder. The funder has stated they need to see financial support from Playcentre Aotearoa, what does this mean, is it to match the funder’s funding?</p>
4.3	<p><b>Granity Playcentre</b></p> <p><u>Recommendation:</u></p> <p><i>Part 1:</i> Granity Playgroup have lost their school lease and wish to operate as a playgroup not affiliated with Playcentre. There is no building to put into recess.</p> <p><i>Part 2:</i> Granity playcentre have requested the release of \$24,000 in the Granity Playcentre bank account for the new Buller Bays Playgroup – will be used to cover all running costs including paying for parent’s petrol to attend play group. Most of the money has been received through MoE ATIS funding.</p> <p><b>Decision:</b></p> <p><i>Part 1:</i> The Trustee Board approve the closure of Granity Playgroup.</p> <p><i>Part 2:</i> The Trustee Board agree to \$8000 to be donated to Buller Bays Playgroup. The Trustee Board directs that the remaining funds will be ring-fenced to be</p>

	<p>allocated at the Trustee Board’s discretion as agreed at the 5<sup>th</sup> December 2020 minutes “PA policy will read “all proceeds from sales of assets will be allocated by the Trustee Board”.</p> <p>When a decision for property sale is presented to the Trustee Board, allocation of proceeds from the sale must be included as part of the decision and may vary depending on the priorities of the organisation at the time.</p> <p>Related policies - Delegated Authority Policy, and Recess Centres Policy (tbc).</p>
4.4	<p><b><i>Sublease of Milton</i></b></p> <p><u>Recommendations:</u></p> <p><i>Part 1:</i> That the lease is signed with Te Whare Puāwai O Tokomairaro for 6 months with an extension for a further 6 months.</p> <p><i>Part 2:</i> The Board agree to the sale of the building – this will start negotiations with the lessee and a S&amp;P agreement will be brought to the Board when an offer has been made.</p> <p><b><u>Decision:</u></b></p> <p><i>Part 1:</i> The Trustee Board agree to the lease of Milton Playcentre be signed with Te Whare Puawai O Tokomairaro for 6 months with an extension for a further 6 months.</p> <p><i>Part 2:</i> The Trustee Board agree to the sale of the building to Te Whare Puawai O Tokomairaro. The Board agrees that a sale and purchase agreement can be drafted with the final sale price being negotiated by the Trustee Board and Te Whare Puawai O Tokomairaro.</p>
4.5	<p><b><i>Consideration of Vacant Buildings</i></b></p> <p><b>Warrington</b></p> <p><u>Recommendation:</u></p> <p>After years as a playgroup the centre has amalgamated with nearby Blueskin Playcentre, request approval to gift the building to the council rather than make good.</p> <p><b><u>Decision:</u></b></p> <p>The Trustee Board agree to gift the building to the Dunedin City Council.</p>
4.6	<p><b>Glenmark</b></p> <p><u>Recommendation:</u></p> <p>Following a tragic accident in 2017 the centre went into recession and there has been no appetite to reopen. The community have requested the property be gifted to the Residents Association for Community use. Given the building is freehold (Playcentre own land and building) another option is sell the building on the open market.</p> <p><b><u>Decision:</u></b></p> <p>The trustee board need to see the minutes to this community meeting. No decision has been made because the trustee board require further information (minutes).</p>
4.7	<p><b><i>SSI Hub New Lease and Sale of Building</i></b></p> <p>Proposal to sign a lease in Caversham and sell the old SSI hub office on the open market.</p> <p><u>Recommendation:</u></p> <p>Approval is given for the sale of 114 Main Road, Fairfield and the Agency Agreement is signed asap in order to get the sale underway. Agency Agreement is provided.</p> <p>Approval is given for the new lease at 285 South Road, Caversham. Preference for lease to be signed and 2 months’ rent to be paid asap and for work necessary to be priced. Lease is provided.</p> <p><b><u>Decision:</u></b></p>

The Trustee Board do not approve the recommendations at this time. The Trustee Board confirm that the SSI Hub office will remain in its current location until the outcome of the SSI region review has been finalised. The Trustee Board directs Operations to provide a maintenance plan detailing only maintenance which needs to be completed to meet our landlord and health and safety obligations. This maintenance plan needs to be submitted to the Trustee board at least 2 weeks prior to the May Trustee board meeting.

***Transfer of Ownership Documents***

4.8

**Mataura Playcentre**

Recommendation:

That the Board of Trustees sign the Sale and Purchase Agreement and transfer of ownership documents for Mataura Playcentre.

Decision:

The Trustee Board agree to sign the Sale and Purchase Agreement on the condition there are no heritage building implications. The Board require a letter from Heritage NZ stating there is no heritage building implications before proceeding.

The Trustee Board directs that all proceeds from the sale of Mataura Playcentre will be ring-fenced to be allocated at the Trustee Board’s discretion as agreed at the 5<sup>th</sup> December 2020 meeting - “PA policy will read “all proceeds from sales of assets will be allocated by the Trustee Board”.

4.9

**Otorohanga Playcentre**

Recommendation:

That the Board of Trustees sign the Sale and Purchase Agreement and transfer of ownership documents for Otorohanga Playcentre.

Decision:

The Trustee Board agrees to the recommendation and have signed the transfer of ownership document. The Trustee Board directs that all proceeds from the sale of Otorohanga Playcentre will be ring-fenced to be allocated at the Trustee Board’s discretion as agreed at the 5<sup>th</sup> December 2020 meeting - “PA policy will read “all proceeds from sales of assets will be allocated by the Trustee Board”.

4.10

**Cornwall Park Playcentre**

Thomas to investigate internal status of Cornwall Park Playcentre. If further support is needed for the centre and the members in regard to temporary solution, Thomas is to contact Michelle and she will put local Playcentre associates in contact with the Centre’s members.

4.11

**Leases to sign:**

		Need to be signed physical	Approved to sign electronic	Not approved for signing and reason
1	Murchison	Yes		Approved and signed
2	Lincoln	Yes		Approved, <b>no paper copy present at meeting to sign</b>
3	1R Great Road South	Yes		<b>Is this the old Counties Assn office? What is the plan for this property/building?</b>
4	Totara Park	Yes		Approved and signed
5	Waiheke	Yes		<b>Needs Tenants Fixtures and Fittings list before signing</b>
6	West Harbour	Yes		<b>Where are the annexures?</b>

				(1 – 4 as per other MoE leases) and needs Tenants Fixtures and Fittings list before signing
	7	Rosehill	Yes	Approved, no paper copy present at meeting to sign
	8	Longbeach	Yes	Needs Tenants Fixtures and Fittings list before signing
	9	Onepoto	Yes	Approved, no paper copy present at meeting to sign
	10	Harewood	Yes	Approved, no paper copy present at meeting to sign
	11	Lynmore	Yes	Not approved. Need site plan and clearly state building ownership.
	12	Macandrew Bay	Yes	Needs Tenants Fixtures and Fittings list before signing
	13	Blaketown	Yes	Not approved. Lease needs to clearly state building ownership, and needs tenants fixtures and fittings list.
	14	Pukeatua		Not approved. Needs tenants fixtures and fittings list.
	15	Roslyn Maori Hill		Page 20 – Landlord needs to be changed to TWTNoA-PA
	16	Titirangi Playcentre		This has already been signed. Is this the copy for filing?
<b>5</b>	<b>General Manager – Reporting</b>			
<b>5.1</b>	The Trustees welcomed Thomas Tawhiri, Acting General Manager to the meeting and introductions were made. Thomas talked to the key messages in his report. The Trustee Board support the GM whakaaro about the bicultural development of the organisation. The Board would like to see an action plan and budget.			
<b>5.2</b>	Trustee Board & National level relationship building – The Trustee Board acknowledges GM whakaaro regarding this. This work will continue once the CE has been appointed.			
<b>5.3</b>	<p><b>Space</b> <u>Recommendation:</u> Approve &amp; sign Partnership Licence Agreement with Parenting Place for ‘Space for you and your baby’ to 30/11/2021.</p> <ul style="list-style-type: none"> <li>• Currently operating outside of any agreement with Parenting Place – last contract expired December 2019. Same terms &amp; conditions in place.</li> <li>• Signing this Agreement will enable us time to embed Phase 2 and consider more thoroughly how our structure can work better with programme delivery, before we negotiate any changes.</li> <li>• We are not in a position to replace the current Space programmes – we do not have the capacity to create or further develop any other programmes currently running within Playcentre Aotearoa</li> <li>• Or to provide the training and ongoing PLD for programme facilitators</li> </ul>			

5.4	<ul style="list-style-type: none"> <li>Parenting Place have reviewed and are updating the programme continuously and are rolling out the updates in a staged process, gathering feedback and further reviewing as they go.</li> </ul> <p><b>Decision:</b> The Trustee Board agrees in principle for the Co-Presidents to sign the Partnership Licence Agreement with Parenting Place for 'Space for you and your baby' to 30/11/21 pending a review of the detail of the agreement by the Co-Presidents. The Trustee Board directs Operations undertake a full review of the Space programme in 2021 with a final report presented to the December 2021 trustee board meeting. The scope and terms of reference for the review are to be agreed by CE/GM and the Trustee Board.</p> <p><b>IT Systems</b> <u>Decision:</u> The Trustee Board have approved the contracting of Code Blue for development and implementation of IT systems for Playcentre Aotearoa.</p>
6	<b>Governance Policy Review</b>
6.1	<b>3: Trustee Board Meetings:</b> This policy is in review and will be finalised at a future meeting.
6.2	<b>4: Community Consultation:</b> has been reviewed, no changes
6.3	<b>5: Conflict resolution:</b> has been reviewed, no changes
6.4	<b>Trustee Board 2020 Calendar:</b> The trustee board agreed to archive the 2020 calendar
6.5	<b>Delegated Authorities Policy and Schedule:</b> The Trustee Board agreed to the updated Delegated Authorities Policy and Schedule – Feb 2021 document.
6.6	<b>Compliance Policy:</b> The trustee board have reviewed this policy and has agreed that specialist advice is required to progress the documents and procedures underpinning this policy. As such this policy is not yet fully implemented. Next step is Co-Presidents are to send this policy to our lawyers and insurance company for feedback.
6.7	<b>Governance Policies List:</b> The trustee board agreed to move to a biannual review period of the governance policies. Michelle will action the agreed amendments.
7	<b>Matters to note:</b>
7.1	Co-Presidents have signed supporting documentation for a grant application from the Rata Foundation for the Upper Southern Island region.
7.2	The Trustee Board have started to create a recess procedure that will be ratified at the 2021 AGM.
7.3	The Trustee Board have decided to include a Board Shorts message in each Bulletin to communicate Governance information to our members.
7.4	<p><b>Venue for future Trustee Board Meetings</b> Susan Bailey to talk to owner of Capital Gateway to see if we can carry on with accommodation and have Countdown do a shopping delivery.</p>

<b>7.5</b>	<p><b>Venue for Te Whare Tikanga Māori and Tāngata Tiriti Hui</b></p> <p>The Trustee Board directs Operations to investigate options and costs for a combined Te Whare Tikanga Māori and Tāngata Tiriti Hui in late October/early November 2021. Preferred locations Wellington or Christchurch (not Auckland due to increased likelihood of further Covid lockdowns). Operations to look at venue spaces - marae/hotel and their cancellation policies, and flight costs. There will be a maximum 60 ppl. Operations to look at both options, online and venue. We will need the venue for 3 days, 2 nights (Fri to Sun) catering from afternoon tea Fri to Sunday breakfast and takeaway lunch (includes breakfast, morning tea, lunch afternoon tea and dinner). All attendees are to be in the venue by 1pm Friday. 1 large meeting space and another space, or 1 large that can separate into 2 rooms. Trustees to come in Thursday afternoon. The Trustee Board particularly needs details of any potential financial implications if the physical hui needed to be cancelled at short notice (due to further lockdowns).</p>
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### Matters Arising:

Action List				
Meeting	Action	Status	Owner	Due by
01/2019 - M	Operations to produce a Risk Management Plan for the Trustee Board	2	GM	On-going
01/2019 - M	Trustee Board to indicate to KPI's for Strategic Plan 2020	2	TB	On-going
01/2019 - M	Operations to update Delegated Authority Schedule	3	CPx2	August 2020
02/2019-M	Enrolment and Completion Data for PTE Students to be provided at each TB meeting	2	GM	June 2020
03/2019-M	In order to lower maintenance and insurance costs discussions will be held with the Ministry of Education on Playcentre obligations to maintain and insure MoE land and buildings.	2	GM	October 2019
03/2019-M	Recess Process - The process for a community consultation meeting prior to selling building is to be followed up.	2	TB	December 2021
03/2020-M	CFO to produce Spotlight report each month and load to Teams	2	CFO	August 2020
02/2021-M	Structure and upload of reports to teams: e.g. Property 1. Summary report – for each decision give a short summary and recommendations a. Decision 1 Folder (documents in this order): i. Detail summary document – full background information, any previous decisions made, updates since last presented ii. Relevant attachments – proposals, leases, plans, emails, minutes of community meetings, valuations, etc b. Decision 2 Folder.....	1	GM	
02/2021-M	Playcentre Aotearoa property policy will read “all proceeds from sales of assets will be allocated by the Trustee Board”.	1	GM	
02/2021	The letterhead needs to be changed on the website with the family logo on it not the flower.	1	CM	

#### Action List Notes:

- Status of item: 1-Not started, 2-In progress, 3-Complete
- Owner: CPx2-Co-Presidents, GM-General Manager, CFO-Chief Financial Officer, CM – Communications Manager

#### Next meeting:

**Date:** Friday 7<sup>th</sup> May 2021

**Time:** 1pm

**Venue:** Captial Gateway Motor Inn, Newlands, Wellington

