

**Te Whānau Tupu Ngātahi o
Aotearoa | Playcentre Aotearoa**

Special General Meeting
Papers

30th October 2021



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On August 4th, the Board received a request (as per Clause 10.11.1) for an SGM from Kia Puawai o Te Akoranga, Tauranga Moana Rōpū, Kapa tautoko ki Whanganui-a-tara, Puriri Whakamaru o Central Districts. The Board carefully considered this request. When reviewing the supporting minutes we noted the speed at which the meetings were called and the low number of attendees at each meeting. Cumulatively the Trustee Board determined that these factors made this request invalid.

However, the Trustees remained concerned for the wellbeing of the organisation and our members. We recognised the need for respectful discussions supported by the Principles of Āta. The Trustee Board determined that the most appropriate date for the SGM was 30th October (as ngā whare hui was already scheduled). Unfortunately, the pandemic resurgence has meant that the SGM cannot be held kanohi ki te kanohi, and will now be held online via Zoom. As a consequence of scheduling the SGM and reconvening the AGM (and with the intention that whare hui be held kanohi ki te kanohi), the decision was made to postpone ngā whare hui to April 2022.

Whilst the member meeting held on the 4th September 2021, was not an official Special General Meeting, the Trustee Board would like to take this opportunity to acknowledge the mahi of all members involved in the preparation of, and attendance at, that meeting.

Tikanga | Rationale

Te Whānau Tupu Ngātahi o Aotearoa – Playcentre Aotearoa constitution can be found [here](#).

The following clauses of the TWTNoA-PA constitution are relevant:

3. WHAKAMĀTAU / PHILOSOPHY

3.1 Playcentre Aotearoa is a family organisation which:

- 3.1.1. empowers adults and children to work, play, learn and grow together;
 - honours Te Tiriti o Waitangi and celebrates people's uniqueness;
 - values and affirms adults as the first and best educators for their children
 - so that whānau are strengthened and communities enriched.



- 3.2. Playcentre Aotearoa acknowledges Te Tiriti o Waitangi as the founding document of Aotearoa New Zealand.
- 3.3. Within Playcentre Aotearoa, Tāngata Whenua and Tāngata Tiriti work in partnership and shall be given the same rights, privileges and responsibilities.
- 3.4. Principles of partnership and bicultural development require Playcentre Aotearoa to:
 - 3.4.1. organise its affairs within the cultural tikanga/protocols of Tāngata Whenua and Tāngata Tiriti;
 - 3.4.2. be diligent in identifying and keeping open all avenues leading to common ground;
 - 3.4.3. recognise, value and share each other's knowledge, wisdom and experience;
 - 3.4.4. promote inclusive practices; and
 - 3.4.5. foster equitable collaboration between Tāngata Whenua and Tāngata Tiriti.

10. NGĀ HUI / MEETINGS

- 10.1 The General Meetings are the Annual General Meeting and any Special General Meetings.
- 10.2 Delegates appointed by Tāngata Tiriti and Tāngata Whenua under clause 5.6 and Officers, National Life Members and invited guests shall be entitled to attend and speak at meetings of Playcentre Aotearoa.
- 10.3 General Meetings of Playcentre Aotearoa shall be facilitated by a person(s) appointed by the Trustee Board.
- 10.4 A General Meeting may be held in person or via communication technology;
 - 10.4.1. at one venue or
 - 10.4.2. as a series of Meetings where each meeting receives the same information and considers the same agenda, and at least two officers are present, and each such series of Meetings shall constitute one General Meeting
- 10.5 Representatives to General Meetings will be determined by an election process according to each house's protocols with regard to geographical and other representational principles.
- 10.6 The maximum number of delegates in each house shall be equivalent to 1 for every 20 centres of Playcentre Aotearoa or part thereof.
- 10.7 Each house shall set its own quorum for General Meetings.
- 10.8 The quorum for General Meetings shall be met when the quorum for both houses are met.
- 10.9 Notices of the date, time and place of General Meetings and the nature of the business to be conducted shall be forwarded to delegates and to each Playcentre and Rōpū Māori at



least eight (8) weeks before the General Meeting. It shall be the duty of each Playcentre and Rōpū Māori to ensure that whānau/adults receive notice of any General Meeting.

10.10. Annual General Meetings shall:

- 10.10.1. be held within three months of the end of financial year;
- 10.10.2. receive the Annual Report;
- 10.10.3. consider the audited Financial Statements;
- 10.10.4. consider the strategic direction of Playcentre Aotearoa by confirming key outcomes, goals and priorities;
- 10.10.5. consider the policies developed by the Trustee Board;
- 10.10.6. consider the budget and determine the levy to be paid by Playcentres;
- 10.10.7. endorse the Co-Presidents selected by each House;
- 10.10.8. endorse up to four (4) Trustees selected by Te Whare Tikanga Māori;
- 10.10.9. endorse up to four (4) Trustees selected by Tāngata Tiriti House;
- 10.10.10. appoint an Auditor, and an Honorary Legal Advisor;
- 10.10.11. consider any remits that have met the requirements of clause 11.6.;
- 10.10.12. confer National Life Membership as appropriate.
- 10.10.13. consider any other business properly the subject of discussion.

10.11. Ngā Hui Ohorere / Special General Meetings:

- 10.11.1. may be called either on the direction of the Trustees or at the request of at least 10% of Playcentres or Rōpū Māori;
- 10.11.2. requires the giving of at least four (4) weeks' notice of such a meeting stating the intended purpose, to all Playcentres and Rōpū Māori;
- 10.11.3. shall only consider that business for which it was specifically called.

11. WHAKATAKOTORANGA WHAKAARO / DECISION MAKING

- 11.1. Decisions will be made by Tāngata Tiriti and Te Whare Tikanga Māori, in partnership. Each house shall determine their own structure and processes.
- 11.2. Consensus shall be the primary method for reaching an acceptable outcome for any proposal, with the exception of the election of Officers, alterations to the Kaupapa Ture/Constitution and conferring Life Membership.



- 11.3. Co-operative development of decisions shall ensure that outcomes are centre driven and reflect partnership and open participation.
- 11.4. Where Playcentre Aotearoa cannot reach a decision, in the time available, the status quo shall remain and the following options shall be considered:
- 11.4.1. suspend deliberation pending further information/research;
 - 11.4.2. delegate the decision to the Trustee Board;
 - 11.4.3. agree to use the formal voting process detailed in clause 11.5.
- 11.5. Formal voting within Playcentre Aotearoa shall be as follows:
- 11.5.1. postal or electronic ballot with each Playcentre, Rōpū Māori entitled to 1 vote each;
 - 11.5.2. the National Office shall forward copies of the relevant question/motion, within two (2) weeks of the meeting for consideration by Playcentres, Rōpū Māori;
 - 11.5.3. a valid vote requires the participation of at least 60% of Playcentres and 60% of Rōpū Māori;
 - 11.5.4. the question/motion shall be agreed if, of those participating in the vote, 70% of Playcentres and 70% of Rōpū Māori are in favour .
 - 11.5.5. a recount may be called at the request of at least 10% of Playcentres, or at least 10% of Rōpū Māori, provided that such a request is received at the National Office within 6 weeks of the announcement of the result;

Nā mātou noa, nā,

Avis Stewart, Michelle Hutton, Tiso Ross, Char Martin, Raneë Davies

TWTNoA-PA Trustee Board



31st May 2021 – AGM booklet, papers and timeline released to Centres and on website

25th June 2021 - AGM question deadline. Trustee Board receives 70 pages.

5th July 2021 – Trustee Board releases responses to governance AGM questions. Not all questions were able to be answered within the scheduled timeframe. Trustee Board continued to update responses as time allowed prior to AGM.

31st July 2021 – AGM held online. Te Whare Tikanga Māori representatives tabled their decisions for each AGM paper. A majority of Tāngata Tiriti representatives tabled new motions during whakawhanaungatanga and did not table their decisions for each AGM paper. Tāngata Tiriti representatives insisted that motions be taken to Te Wā o Tū. Avis called a halt to any further discussion on motions in Te Whare Tikanga Māori because these motions had not been consulted with the membership. No decisions were made. The meeting was closed due to time allocation being exceeded by 3 hours. Due to unprecedented and unforeseen events the decision was made to end the meeting after six hours (which was double the scheduled time of three hours). Avis Stewart abruptly ended the meeting without prior consultation with the Trustee Board or with the representatives present.

4th August 2021 – Trustee Board received an email from Glendene Playcentre, on behalf of four Rōpū Māori, requesting a SGM on 4th September 2021.

6th August 2021 – Trustee Board acknowledge receipt of letter. Resolution author group circulated their email to centres.

13th – 15th August 2021 – Trustee Board meeting. The Trustee Board made the decision to call the SGM for 30th October 2021.

15th August 2021 – Resolution author group circulated an unofficial SGM information booklet.

16th August 2021 – Trustee Board circulated a pānui to centres, with a call for resolutions to be submitted in the proper manner for the SGM by 12pm, Friday 20th August.



29th August 2021 – The Trustee Board circulated the legal advice received from David McLay.

1st September 2021 – The Trustee Board met with six representatives of the resolution author group.

2nd September 2021 – The Trustee Board circulated their responses to the resolutions to centres.

4th September 2021 – Member meeting held online.

6th September 2021 – The Trustee Board received an email from the resolution author group outlining the outcomes from the 4th September meeting.

13th September 2021 – The Trustee Board met again with the resolution author group to discuss the way forward for the SGM on 30th October.

Wednesday 22nd September 2021 - SGM/AGM information booklet available (information will be emailed to Centres)

Regional Rōpū Māori online meetings: should any Rōpū Māori wish to engage in discussions prior to the general meetings, Rōpū Māori members may organise independently or request support from co-presidents@playcentre.org.nz.

Regional governance online meetings: should any regional governance space members wish to engage in discussions prior to the general meetings, regional governance members may organise independently or request support from co-presidents@playcentre.org.nz.

12 noon, Friday 8th October 2021 - SGM paper question deadline: any additional questions regarding the SGM papers will be responded to by the paper authors. The deadline for questions is 12 noon, Friday 8th October 2021 (please submit to co-presidents@playcentre.org.nz). New information cannot be tabled during the SGM, so please ensure any questions are asked prior to the deadline.

Please note, questions need to be in regards to the SGM papers. The time for questions regarding the AGM papers has passed. The responses to AGM questions can be found [here](#). These will continue to be updated.

Monday 4th October 2021 - Registrations open/close: Registrations open on Monday 4th October, and close at 12pm, Friday 22nd October 2021 (information will be emailed to Centres)



Monday 18th October 2021 - SGM paper additional questions responses available (information will be emailed to Centres)

Saturday 30th October 2021 - SGM online: 9.30am – 4.30pm, Saturday 30th October 2021
(information will be emailed to Centres)



Saturday, 30th October 2021

- 9:15am** Sign into Zoom waiting room
- 9.30am** Nau mai | Welcome
- 9.35am** Karakia | Waiata Mōteatea
- Apologies** (as received)
- 9.40am** Trustee Board welcome and introduction
- 10:30am** Presentation of resolutions in the Treaty House
- 11:00am** *Morning Break*
- 11:15am** Move to Whare (breakout rooms) – Please note all resolutions, questions and responses have been circulated prior
- 12:30pm** *Lunch Break*
- 1.00pm** Return to Whare for further discussions
- 2.30pm** *Afternoon Break*
- 2.45pm** Return to Whare for further discussions
- 3.50pm** Te Wā o Tū | Treaty House – Presentation of outcomes of resolutions
- 4.00pm** Comments and farewells
- 4.30pm** Karakia Whakamutunga



Principles of Āta

Link to view the Principles of Āta available [here](#).

Two House Model Procedures

Using the Raukawa – Mihingare Model - Prepared by Rachelle Hautapu (2012) and updated to reflect current organisational structure and include on-line meeting protocols in 2020 by Avis Stewart.

Link to view the Two-House Model Procedures available [here](#)

Karakia Tīmatanga

Kia hora te marino	May peace be widespread
Kia whakapapa pounamu te moana	May the seas be like greenstone
Hei huarahi mā tatou I te rangi nei	A pathway for us all this day
Aroha atu,	Let us show respect for each other
Aroha mai	For one another
Tātou i a tatou katoa	Bind us all together
Hui ē,	
Tāiki ē	

Playcentre Journal, Issue 162 – Summer Raumatī 2020, pages 34 & 35



Waiata

Following each mihi or karakia, a waiata is customarily performed. This can be in the form of a cultural chant or a contemporary song. Occasionally, the speaker may share a light-hearted story to conclude his mihi.

Waiata for Playcentre Aotearoa is our Mōteatea: E Tipu, E rea, which can be found [here](#).

Please make sure you are familiar so you can join in.

Karakia Whakamutunga

Kua mutu ā mātou mahi	Our work is finished
Mō tēnei wā	For the moment
Manākitia mai mā katoa	Blessings upon us all
O mātou hoa,	Our friends
O mātou whānau	Our families
Aio ki te Aorangi	Peace to the universe

Playcentre Journal, Issue 162 – Summer Raumati 2020, pages 36 & rear cover



Resolution 3 - Application of Clause 9.13 of the Constitution



Special General Meeting 2021

Introduction/Overview

The rōpū, Kia Puāwai o te Akoranga, Tauranga Moana Rōpū, Kapa Tautoko ki Whanganui-a-Tara, and Puriri Whakamaru o Central Districts, called an SGM that was held on the 4th September 2021, in accordance with Clause 10.11.1 and 10.11.2 of Kaupapa Ture/ Constitution of Te Whānau Tupu Ngātahi o Aotearoa – Playcentre Aotearoa. The SGM, called by rōpū, met the requirements of the constitution outlined in clause 10.11, however, the Trustee Board chose not to view this as a valid meeting and did not attend the SGM.

At the 4th September SGM the following resolution was discussed but time did not allow for consensus to be reached. The discussion from this meeting is carried forward in this paper.

Move that this General Meeting invokes clause 9.13 to revoke the Trustee Board's interpretation of clause 9.13, read together with the Playcentre Aotearoa philosophy, that any motion under this clause requires consultation prior to a General Meeting. Clause 9.13 can be invoked at any point at a General Meeting.

Clause 9.13 of the Kaupapa Ture/ Constitution of Te Whānau Tupu Ngātahi o Aotearoa – Playcentre Aotearoa empowers the Trustee Board to interpret or apply the Constitution at any time. However, the representatives of the two houses are able to revoke (i.e. cancel or change) the Trustee Board's interpretation/application at a General Meeting. The representatives' power is an important check in Playcentre Aotearoa governance structure. Without it the Trustee Board would have unrestricted power in relation to constitutional interpretation. Therefore there must be an agreed procedure in place as to how and when representatives can use this power.

This paper seeks clarity and agreement on the correct procedure for revoking the Trustee Board's interpretation/application at a General Meeting which relates to the procedure/conduct of the meeting (i.e. how the meeting runs, including decision making processes). If agreed, the result would be that for procedural matters, it is appropriate for the Houses, in partnership, to invoke clause 9.13 at a General Meeting without needing to formally send notice to all centres and rōpū beforehand.



Purpose

The purpose of this paper is to ensure that there is a shared agreement regarding how and when decisions regarding the interpretation of the Constitution can be made, in partnership. The question to be decided is whether prior notice of the decisions relating to the interpretation of the Constitution must be given (before a General Meeting), or whether the Constitution can be interpreted and decided on as the issues arise at General Meetings.

The Constitution of Playcentre Aotearoa sets out the rules for our organisation. It creates and gives rights and obligations to the Trustee Board, and sets up both procedural rules and substantive rules for our General Meetings. A procedural rule is a process in the Constitution that must be followed. For example, 8 weeks' notice must be given of an Annual General Meeting.

Clause of the Constitution 9.13 is another procedural rule. It says: The decision of the Trustee Board on the interpretation or application of the Kaupapa Ture/Constitution shall be binding and conclusive on all members until revoked at a General Meeting. "Revoked" means a decision to cancel or withdraw.

The Trustee Board has interpreted clause 9.13 and decided that, for an interpretation or application of the Constitution to be revoked at a General Meeting, the people seeking to revoke the interpretation must present a paper at least 8 weeks prior to a General Meeting.

This paper seeks to change that interpretation. If accepted, clause 9.13 will be able to be used at any point at a General Meeting for procedural matters. The interpretation or application of the Constitution can be raised at or during a General Meeting, and a decision can be made there, in partnership, through consensus decision making. A paper will not have to have been presented 8 weeks prior to the General Meeting. This is important as the two Houses need to have clarity on what the Constitution says and means, before they can make substantive decisions (e.g. determining the levy to be paid by centres).

It is appropriate that matters relating to the interpretation and application of the Constitution are discussed (and decided upon) immediately as they arise at a General Meeting. By their nature, matters of interpretation and application (particularly in relation to procedural matters) are not easy to anticipate 8 weeks in advance, and expecting representatives to do so is impractical and an impediment to good decision making. If that happens, those present at the meeting must be able



to consider procedural matters as they arise so that agreement can be reached about how decisions are made, prior to making decisions on substance.

If the Trustee Board's interpretation of 9.13 remains, and representatives wanted to revoke the Trustee Board's interpretation of the Constitution at a meeting, they would need centres or rōpū to request a SGM for this purpose or otherwise wait a whole year and submit a formal remit on the issue for the next AGM. This will result in the organisation being left "in limbo" on an issue of proper interpretation of the constitution for a prolonged period. In the interim, substantive decisions may be made and implemented based on the contentious interpretation (or substantive decisions won't be made at all), and if that interpretation is subsequently overturned then this may cast doubt on the validity of the earlier substantive decision. All of these issues pose governance risk for the organisation.

Example of why this is important

At the AGM 2020, an issue of the interpretation of clause 11.4 of the Constitution arose. The actions of the Trustee Board demonstrated their interpretation of clause 11.4 to be, that if consensus could not be reached on a decision at a General Meeting, the Trustee Board could choose which of the options available under 11.4 would be taken. In this case, the Trustee Board elected to enact clause 11.4.2 and delegated the 10.10.6 (1) decision on the levy to themselves.

At AGM 2021 some representatives in TT tried to use clause 9.13 to change the Trustee Board's interpretation. The representatives wanted to use 9.13 to say that clause 11.4 gave the representatives at the meeting the power to decide on which of the options available under 11.4 would be taken (not the Trustee Board). TT wrote a motion enacting 9.13 to send to Te Wā o Tu. When this was presented to TWTM, the facilitator/Trustee Board co-president did not allow discussion of this motion, reasoning that representatives need to give prior notice before being able to use 9.13 to change an interpretation of the Constitution.

This meant the Houses felt unable to proceed with making decisions on the substance of the meeting, because there was no clarity on what would happen if a decision could not be reached in the time available to them.

The implied requirement to have a paper presented with 12 weeks' notice to the National Office and 8 weeks to all centres and rōpū in advance, stopped the Annual General Meeting from proceeding with the business of the meeting.



Rationale

Clause 10.10 sets out the requirements for the business at the Annual General Meeting. This includes:

- Receiving the annual report (10.10.2)
- Considering the audited Financial Statements (10.10.3)
- Considering the strategic direction of Playcentre Aotearoa (10.10.4)
- Considering the policies developed by the Trustee Board (10.10.5)
- Considering the budget and determining the levy to be paid by Playcentres (10.10.6)
- Endorsing the Co-Presidents and Trustees (10.10.7 - 10.10.9)
- Appointing an auditor and honorary legal advisor (10.10.10)
- Considering any remits that have met the requirements of clause 11.6
- Conferring National Life Membership as appropriate (10.10.12)
- Considering any other business properly the subject of discussion (10.10.13).

Clause 10.9 requires Notices of the date, time and place of General Meetings and the nature of the business to be conducted to be forwarded to centres and rōpū Māori 8 weeks prior to the General Meeting. The statement “the nature of the business” suggests that, in some cases, the specifics of the business at the meeting may not need to be forwarded to centres and rōpū Māori 8 weeks prior to the General Meeting.

It is noted that no consultation or remit process is expected or required of the Trustee Board when deciding how to interpret the constitution in the first place. Therefore, the Trustee Board may take an unanticipated position on procedure during the meeting itself. The Trustee Board’s interpretation of clause 9.13 allows them to do so and force the meeting to proceed on that basis, with representatives unable to challenge/revoke the interpretation until (at minimum) months later by which time the substantive decisions based on the contentious interpretation of the constitution will likely have already been made and implemented.

It is appropriate that matters relating to the interpretation and application of the Constitution are discussed (and decided upon) immediately as they arise at a General Meeting. By their nature, matters of interpretation and application (particularly in relation to procedural matters) are not easy to anticipate 8 weeks in advance, and expecting representatives to do so is impractical and an impediment to good decision making. If that happens, those present at the meeting must be able



to consider procedural matters as they arise so that agreement can be reached about how decisions are made, prior to making decisions on the substance (e.g. considering the levy for centres to pay).

Proposed Solution

That during General Meetings, and without prior notice, the Houses in partnership will be able to invoke clause 9.13 to revoke any interpretation or application of the Constitution by the Trustee Board which pertains to the conduct/procedure of the meeting (including the decision-making process).

Advantages/Benefits

The representatives present at the meeting will be able to consider procedural matters as they arise, in partnership. Having wide agreement on the correct procedure for the meeting will better place representatives to make decisions in the best interest of Playcentre Aotearoa.

Important: This resolution does not limit the Trustee Board's constitutional power to interpret the Constitution outside of General Meetings, but only whether Houses need to provide prior formal notice before invoking clause 9.13, at the General Meeting.

Disadvantages/Risks

The authors of the paper see no disadvantages or risks with this proposal.

However, the Trustee Board has indicated a concern that if a General Meeting is able to consider the interpretation and application of the Constitution at a General Meeting without prior notice, "unconstitutional or illegal decisions" might result. We do not agree for the following reasons:

- 1) The risk of unconstitutional decision making arises equally (if not more so) by allowing the Trustee Board to have the ability to interpret the constitution at a meeting without prior notice or any ability for representatives to input on that interpretation before substantive decisions have to be made;
- 2) In addition, a decision on how the Constitution should be interpreted in relation to meeting procedure is highly unlikely to be illegal in a criminal/regulatory sense as it is not a matter of substance;
- 3) All decisions made at a General Meeting must be by consensus between the two whare, with guidance from the Advisory Panel who are there to give advice to both whare as to



whether the decision enacts philosophy, core values, Te Tiriti o Waitangi and the Constitution. The need for both houses to agree on revocation by consensus and the involvement of the Advisory Panel act as a check which minimises the risk of an unconstitutional decision being made;

- 4) Debates about the interpretation/application of the constitution are limited to where the Constitution can be interpreted in more than one way (where there are ambiguities in the wording). Any interpretation that would involve disregarding or changing the words of the Constitution would need to be dealt with as a Constitutional Alteration (section 14 of the constitution) which is an entirely different and more onerous process, which would require prior notification.

Recommendation for Decision

- 1) The Special General Meeting approves and affirms the Houses' constitutional right to invoke clause 9.13 to revoke the Trustee Board's interpretation or application of the constitution on matters which pertain to the conduct/procedure of the meeting (including the decision-making process) at any point during a General Meeting and without prior notice.

Glossary of Terms

Invoke = Rely on an authority (for example a constitutional clause) as providing support for or allowing an action

Revoke = Cancel or withdraw a prior decision

Procedure = Process

Substantive decision = A decision which directly affects the policy or direction of Playcentre Aotearoa; for example whether or not to approve a remit paper, a decision on whether a nominee should be endorsed as trustee/co-president, or the determination of the levy to be charged to Playcentres. The opposite of a procedural decision, which is a decision relating to the decision-making process itself (e.g. issues around how a General Meeting should be conducted and what should happen next if a decision is not reached at a General Meeting)

TT = Tāngata Tiriti (A group of representatives who are Tāngata Tiriti and centre members)

TWTM = Te Whare Tikanga Māori (A group of representatives who are Tāngata Whenua and members of Rōpū Māori)



TB = Trustee Board

AGM = Annual General Meeting

SGM = Special General Meeting

Author/s

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Peta Vassalini - Ōhaupo Playcentre and Tamahere Playcentre, Tāngata Tiriti

Bes Lironi-Irvine - Life member Glen Eden Playcentre, Te Whare Tikanga Māori

Heather Ruru - Life member Māngere Bridge Playcentre, Te Whare Tikanga Māori

Hayley Kirk-Smith - Life member Maungawhau Playcentre, Tāngata Tiriti

Supported by the calling Rōpū Māori:

Kia Puāwai o te Akoranga

Tauranga Moana Rōpū

Kapa Tautoko ki Whanganui-a-Tara

Puriri Whakamaru o Central Districts



Resolution 3 – Trustee Board Response



Special General Meeting 2021

The paper authors have stated in this paper that they consider the 4th September meeting to be an official SGM.

As stated in the constitution regarding Special General Meetings:

10.11. Ngā Hui Ohore / Special General Meetings:

10.11.1. may be called either on the direction of the Trustees or at the request of at least 10% of Playcentres or Rōpū Māori;

10.11.2. requires the giving of at least four (4) weeks' notice of such a meeting stating the intended purpose, to all Playcentres and Rōpū Māori;

10.11.3. shall only consider that business for which it was specifically called.

As above, the constitution states that Centres or Rōpū can request an SGM, but only the Trustee Board can call an SGM. Please note the meeting held on 4th September, was a member meeting, not an official SGM. This includes the processes and outcomes. The official SGM is to be held on 30th October 2021, as stated on the 16th August by the Trustee Board.

The Trustee Board acknowledge the huge amount of mahi put into the 4th September meeting by members, and hope that this helps streamline the official SGM.

The Trustee Board understands that the intent of this resolution is to allow for the two whare, in partnership, to be able to invoke clause 9.13 during a General Meeting, without notice and without prior full consultation with members.

Clause 9.13 of the constitution states:

“9.13. The decision of the Trustee Board on the interpretation or application of the Kaupapa Ture/Constitution shall be binding and conclusive on all members until revoked at a General Meeting.”



Clause 10.9 of the constitution states:

“10.9. Notices of the date, time and place of General Meetings and the nature of the business to be conducted shall be forwarded to delegates and to each Playcentre and Rōpū Māori at least eight (8) weeks before the General Meeting. It shall be the duty of each Playcentre and Rōpū Māori to ensure that whānau/adults receive notice of any General Meeting.”

Whilst the Board agree in principle that the two whare in partnership are the decision makers at General Meetings as per Clause 3.3 of the Constitution, we do not agree with the intent (stated above) of the proposed resolution.

One of the principles of Playcentre governance is that members are given full information on all decisions being made at General Meetings (as per clause 10.9 of the constitution). This allows Centre and Rōpū Māori members to make informed decisions, to share their voice with their representatives, and have that voice carried to the General Meeting by those representatives. If new business is raised at a General Meeting, this undermines the principle of robust information and consultation and means that Centre and Rōpū Māori members will not have the opportunity to participate in decision making prior to a decision being made. This will see Centre and Rōpū Māori voices lost.

Whilst we understand the desire to progress decision-making efficiently, in general the Board do not support hasty decision-making. It takes time to gather full information, have discussion and build consensus within the membership to form good outcomes. One of the Board’s concerns with this proposed resolution is that decision making may be rushed and without the opportunity for full information to be provided or adequate discussions to take place.

Additionally the Board are concerned that if an interpretation is revoked (officially cancelled), what will the process be to ensure the safety of the organisation within the new interpretation? For example that the new interpretation is neither unconstitutional nor illegal.



In summary the Board's concerns are that the recommendation:

- goes against the principles of Playcentre governance
- doesn't allow for full research and information gathering
- disengages Centre and Rōpū Māori voice
- hasty decisions don't enable full consultation with membership at grassroots level
- in revoking an interpretation what enables the safety of the organisation long-term?



Resolution 7: Trustee Board Nominations, Selection and Endorsement

Special General Meeting 2021



Introduction

Te Whānau Tupu Ngātahi o Aotearoa – Playcentre Aotearoa (PA) has moved from an organisation made up of smaller regional Associations to a large national organisation governed by one overarching Trustee Board (TB). It was envisaged that this would make for a more streamlined organisation, with “more play and less admin”, and an organisation more able to negotiate with government and educational entities in order to promote and retain the uniqueness of Playcentre as an ECE.

In order to realise the benefits of the amalgamated body, good governance and management is required. Importantly this includes having good processes for developing, nominating, selecting and endorsing TB members. The Constitution requires Houses to make their own processes for nominating TB members, and that includes changing processes for nomination (refer clauses 7.6.5 and 8.5.5).

The 2021 AGM regional representatives have encountered significant problems with the suitability of the respective House processes for TB nomination. In particular the process does not provide for all the ways in which vacancies can arise, and there is an insufficient pool of House-nominated candidates from which to select candidates for endorsement at the AGM. As a result of this, the TB have nominated and co-opted some Tāngata Tiriti (TT) house candidates themselves for the 2021 AGM election process from the incumbent TB. This is clearly not what the constitution envisages, Houses are supposed to ‘determine their processes for selecting their representatives’ (cl 11.7.1).

Furthermore, we need the best possible TB we can muster to address the significant issues and risks that PA currently faces. PA cannot afford to let poor nomination processes undermine our TB performance.

There is also a real need to increase the number of Trustees on the Board to deal with the increased workload and responsibility, and to add additional skills to the TB. This can be reviewed in two years’ time to assess if the need still exists prior to the 2023 election.



If we are to support PA to be the best it can be in the next two years, we must put measures in place now to improve our nomination processes and increase the capacity of the TB at the 2021 AGM.

Purpose

This purpose of this paper is to seek the agreement of PA to:

- Temporarily change the process for nominating candidates for the Trustee Board (TB) so that for the 2021 AGM election, nominations can be taken from Houses at the AGM (in accordance with clause 8.4)
- Fill the TB to capacity from 6 trustees to 8 (or 10) to help deal with the significant workload and add additional skills to the Board (as provided for in clause 9.1. of the Constitution).

Rationale

Current Situation

There are five vacancies on the TB to be filled at the AGM election 2021.

- One TT position is vacant due to Tiso Ross's term expires July 2021* (with Gill Morgan being nominated at the TT hui to replace Tiso Ross)
- The TT Co-President role is vacant due to Ruth Jones' resignation (with no-one yet formally nominated by TT to fill the vacancy and with Michelle Hutton currently acting in the role)
- The TWTM Co-President role is vacant July 2021* (with Avis Stewart nominated by TWTM for re-election in accordance with 11.7.3)
- Two TWTM positions are vacant due to Rane Davies and Char Martin's two-year terms expiring July 2021* (with both Rane Davies and Char Martin nominated by TWTM for re-election in accordance with 11.7.3)
- Michelle Hutton is going into the second year of her second term as a TB member and is therefore does not need re-election. Her term expires July 2022*.

* These dates are the published term expiration dates from the two AGM House booklets from 2019. However the dates do not reflect the constitutional timeframes which would have all Board members term expire at the end of November 2021.

The election process requires candidates including co-president candidates to be nominated by their respective Houses and then endorsed by both Houses, in partnership, at the AGM. Each



House determines their own process for selecting their representative (Clause 11.7). This has traditionally taken place at the respective Houses' Hui, although there is nothing in the Constitution that requires this. Nominated candidates are then endorsed at the AGM. As per Clause 11.2, this does not need to be done by consensus and can be done by vote.

The TB currently has six Board positions with one position vacant. This is significantly below the 10 that is allowed for in the Constitution (cl9.1). If the AGM was to decide to increase the number of Trustees on the TB, additional nominees from both Houses would be required to fill the vacancies. Currently there are no additional candidates nominated by their respective Houses.

Problems

There are six problems identified with House nomination processes. The main detail of these problems is provided in [Appendix 1](#).

Problem 1 - Insufficient House processes to fill vacancies as they arise: Vacancies on the TB can arise in a number of ways, either at AGMs or mid-term. Only one of the ways the vacancies can arise is provided for within the current House processes. The other ways vacancies come about are not provided for (refer to [Appendix 1](#) for details).

Problem 2 - Unequal representation on board not addressed at the 2021 AGM. A vacancy has created an unequal Board whereby TT House does not have the same voting rights as TWTM (refer to [Appendix 1](#) for details).

Problem 3 - Insufficient number of nominated TB candidates in the Houses leadership plans (refer to [Appendix 1](#) for details).

Problem 4 - No or limited analysis of the skills and experiences of the nominees is provided (refer to [Appendix 1](#) and [2](#) for details).

Problem 5 - Cumbersome, opaque and slow House TB candidate nomination processes (refer to [Appendix 1](#) for details).

Problem 6 - Complex and high workload requires more Trustees (refer to [Appendix 1](#) for details).

Problem 7 - Election processes by consensus are fraught with difficulty (refer to [Appendix 1](#) for details).



How these problems affect the proposed 2021 AGM election process

In April 2021, the unexpected resignation of Tāngata Tiriti Co-President Ruth Jones created a vacancy that the current house nomination process did not provide for. There was no agreed nomination for a Tāngata Tiriti Co-President. As there are no provisions for unexpected vacancies in House nomination processes, the TB responded to this situation by immediately appointing existing TB member Michelle Hutton as Tāngata Tiriti Co-President. They did not consult the Tāngata Tiriti House about this appointment. This meant that the TB have operated from April to the 2021 reconvened AGM with an acting TT House Co-President and unequal board (three TWTM and two TT).

The resignation of Ruth Jones, combined with Tāngata Tiriti Trustee Tiso Ross' term expiring at the upcoming AGM, will make two Tāngata Tiriti vacancies that need to be filled. However there was only one candidate nominated at the hui for the TB (Gill Morgan) and no nomination for Co-President as Ruth Jones resignation was unexpected.

The TB have now nominated Michelle Hutton (who is already acting in the role of Co-President) for endorsement as Tāngata Tiriti Co-President at the upcoming AGM. This is outside of Constitutional requirements for nomination and also outside of House processes.

If successful, the endorsement of Michelle (an existing TB member) as Co-President, would create another Tāngata Tiriti vacancy on the TB. The TB have not consulted the House about this vacancy. Rather, the TB are planning to co-opt Tiso Ross (who has not sought re-endorsement) back onto the TB as a non-voting Tāngata Tiriti member.

The effect of this would be: 1) an unequal Board post AGM [still with two TT voting members and three TWTM voting members], and 2) a Co-President and TT board member who have not been nominated by their House. In effect the TB would have selected some of the nominees for the TB, rather than the Houses. This is a clear breach of the constitution.

Furthermore, there would be no opportunity to fill the TB to its capacity and bring additional skills onto the Board and / or add to the number of Trustees in order to deal with the significant and complex workload. Both Houses would require additional nominated candidates for the TB to be filled to its capacity and better deal with the workload of the Board.



Because House processes have not been followed, such as in the TT house, and there are significant problems identified, AGM representatives might decide that they cannot in good faith endorse the TB members until problems are addressed. This could put the organisation at significant risk as it would leave the TB in limbo while they work out how to move forward. The TB would need to consult with the Houses and then enact cl.11.7.5. This might take some time and could be very difficult. This would be a difficult situation and could leave PA without a proper TB for some time while a solution is found.

Previously regional representatives had proposed to reconvene the AGM to after the Hui, as was agreed at the rōpū called SGM (resolution 4). Reconvening the AGM after the House Hui in October would have allowed for Houses to meet at Hui and consider the problems with their nomination processes and the issues that come with those problems for the 2021 AGM election process. Houses could then have decided to nominate additional representatives for the 2021 AGM process. It would have also given the Houses time to work on an improved nomination process for future AGM elections.

However, this is no longer an option as the House Hui has been postponed by the TB due to Covid 19 concerns. Now, we must find an alternative way to address the issues and make progress collaboratively.

Proposals

There are significant issues faced by the organisation that are putting PA at substantive risk (summarised in [Appendix 3](#)). These make the importance of improving our nomination processes for the Board more urgent than ever. We need the best possible TB we can muster to address these issues and manage the risks now. PA cannot afford to let poor nomination processes undermine our TB performance. There is an urgent need to put measures in place to improve our processes for the 2021 AGM.

We need to make a larger pool of TT and TWTM nominees available for selection at the 2021 AGM so that additional members may be added to the Board (up to eight), and so that there are alternatives should the incumbent TB members not be confirmed by their Houses as the candidates. We need to ensure that the Houses are the ones that nominate the TB members and Co-Presidents, not the TB themselves. Action should immediately be taken by the respective



Houses to provide for situations where vacancies have, or may, arise. This paper makes the following four proposals to achieve this.

Proposal 1: That the Trustee Board from 2021 has eight members.¹

Proposal 2: That for the 2021 AGM TB election, additional nominees can be taken from Houses at the AGM (ideally with expressions of interest having been expressed before the AGM as per [Appendix 5](#))

Four options were considered for improving House nomination processes for the AGM 2021 election including the status quo (refer to [Appendix 4](#))

In reviewing the options, including status quo, we consider the best option available for the 2021 year is that nominees may be taken from within each House during the general meeting.

Nominees do not have to be but can include people previously selected by their respective Houses.

The option allows for possible candidates expressing their interest to Houses in advance of the AGM. It also allows Houses to organise Zoom hui to discuss and nominate candidates for the 2021 AGM. It would be preferable that this, or some form of expression of interest and information about candidates, is shared with Houses prior to the AGM and that regional representatives have considered the skills and experience mix that will best ensure a high performing TB (refer matrix in [Appendix 2](#)). The authors of this paper will endeavour to support this in the lead up to the 2021 AGM.

Proposal 3: Houses will consider using voting as the primary method for nomination and endorsement at the 2021 AGM election (refer cl 11.2).

The constitution recognises that consensus decision-making may not be ideal when electing officials. Elections may be held using alternative decision-making such as voting (cl 11.2). Voting has been used in national election processes by PA in the past. TT have used voting for elections in the past, but in the last two years have tried consensus decision-making. TWTM have traditionally used consensus decision-making, but at the last AGM when deciding on the endorsement of

¹ According to the constitution point 9.1. "The Trustee Board shall consist of a minimum of six (6) and a maximum of ten (10) Trustees, maintaining/ensuring both Houses have equal representation, including: 9.1.1. the Co-Presidents endorsed pursuant to clauses 10.11.7. 9.1.2. the Trustees endorsed pursuant to clauses 10.11.8 and 10.11.9 and 9.1.3. such persons that may be co-opted pursuant to clause 9.8". Therefore the size of the Trustee Board can be increased.



Trustees, used voting. After the experience of using both methods, there is a strong feeling among some reps in both Houses that voting is preferable when it comes to elections. Refer to problem statement 4 ([Appendix 2](#)) for more information.

Proposal 4: That this general meeting requests that the respective Houses review their nomination processes for the 2022 year.

It is important to start designing a robust nomination process for future AGM elections (post 2021). We need a process of nomination and emergent leadership that addresses the issues identified in this paper and fosters and attracts quality future TB members.

Considerations and Implications

The advantages (and priorities of having more Trustees) **are:**

- More Trustees to share the workload
- Clear the bottlenecks in work and ensure the TB deliver on their Constitutionally required functions
- A wider skill set amongst the Trustees
- The opportunity to improve the communication channels within governance (more Trustees reaching out to centres and clusters)
- The opportunity to focus more energy into building the governance structures to enable all members to participate
- Increased confidence in the Trustee Board from the membership
- Increased confidence in the Trustee Board from stakeholders
- Allowing for the further development of robust systems and processes for both Houses in the meantime which will ensure the sustainability of Trustees to provide strategic direction
- Avoid the risk that PA is in limbo and without a full governance body after the general meetings with no clear path forward
- More help to mitigate the risks outlined above.

The disadvantages are: more Trustees will require training, which will increase the governance costs. However, this may be offset by having Trustees with a broad range of skills and experience, requiring less external advice on legal or financial issues.



The 2021-2022 **budget** outlines the Trustee Board expenses for honoraria, home office, and other operating costs for six Trustees at \$48,140. We do not have the detailed budget for travel and accommodation related to the Trustee Board portion of total governance, but in previous years this has been budgeted at \$36,000. Based on these numbers, an additional two Trustees would cost approximately \$28,000 – 0.29% of the organisation’s total budgeted income. We note that significant savings will have been made due to the many employment vacancies, so this cost will not have a significant impact on the budgeted bottom line.

As we are aware that there are more potential Trustee Board members ready and willing to join the board, and with the minimal impact of making this change on the budget, this should be highly feasible.

Recommendations

- 1) **Agree** that at the 2021 AGM election, as per Constitutional clause 9.1, the number of Trustees on the TB will be filled so there are a total of eight trustees - including the Co-Presidents.
- 2) **Agree** that for the 2021 AGM election, each House will nominate four Trustee Board candidates at the 2021 AGM and that these members will be put forward for endorsement in the 2021 AGM (for example as per [Appendix 5](#)).
- 3) **Agree** that for the 2021 AGM election, nominees do not have to be people previously selected by their respective Houses.
- 4) **Agree** that the Houses will consider using voting as an alternative to consensus decision-making for the 2021 AGM House nomination and endorsement process.
- 5) **Agree** that the TB must have equal representation between the Houses including equal voting rights.
- 6) **Agree** that the budget will be adjusted at the next budget review to enable at least two extra Trustee Board members to be funded for the 2021-2022 financial year.

Appendices 1, 2, 3, 4, 5 contain further and more detailed information.

Glossary of Terms

SGM = Special General Meeting

AGM = Annual General Meeting

TB = Trustee Board = Playcentre Aotearoa Trustee Board



TT = Tāngata Tiriti (A group of representatives who are Tāngata Tiriti and centre members)

TWTM = Te Whare Tikanga Māori (A group of representatives who are Tāngata Whenua and members of Rōpū Māori)

PA = Te Whānau Tupu Ngātahi o Aotearoa – Playcentre Aotearoa

MoE = Ministry of Education

ECE = Early Childhood Education

Legal advice sought

No legal advice was sought although legally trained people have been involved in drafting the paper. This paper relates to the nomination and endorsement of the Trustee Board. Houses may determine their own processes for nominating Trustee Board members (clauses 7.6.5 and 8.5.5) and fit within the current parameters of the Constitution. There are no wider legal implications for the organisation.

Authors

Tāngata Tiriti members:

Alice Wilson, Birkenhead and Tomarata Playcentres, Representative;

Kristen Thompson LLB(Hons), Pyes Pa Playcentre, Representative

Pia Bradshaw, Havelock North Playcentre, Representative;

Hannah Cox, New Windsor Playcentre, Representative;

Ruth Farrell, Paremata Playcentre, Representative;

Peta Vassalini, Tamahere and Ohaupo Playcentres, Representative;

Vicky Johnston, Associate Member of Playcentre Aotearoa, Life Member Swanson Playcentre, Laingholm Playcentre;

Geraldine Jaques, Life Member Walton Playcentre;

Gemma Scott, Life Member Glendene Playcentre, Representative;

Hayley Kirk-Smith, Life Member Maungawhau Playcentre, Representative;

Te Whare Tikanga Māori members:

Heather Ruru, Te Rito Nga Pūriri Whakamaru, Life Member Mangere Bridge Playcentre, Representative;

Krista Mourant, Te Rito Nga Pūriri Whakamaru, Blockhouse Bay Playcentre, Representative;

Nicole Boswell, Puriri Whakamaru o Central Districts, Representative;

Bes Lironi-Irvine, Kia Pūawai o te Akoranga, Glen Eden Playcentre Life Member, Representative



Resolution 7: Trustee Board Response



Special General Meeting 2021

Based on the documentation received, the Trustee Board understands the intent of this resolution is that it will only apply to the nomination process for the 2021 AGM, and that the purpose of the resolution is not to override existing whare processes but to open up the nomination process and make it more transparent, enabling both whare the opportunity for discussion. When discussing resolution 6 with the author representatives, they felt that because of the gap between whare hui and AGM, and with many first time representatives at AGM this year, there was not a good understanding of existing whare processes, and that some representatives did not feel comfortable endorsing candidates they weren't familiar with, additionally no 2020 whare hui minutes had been made available prior to the 31st July AGM, allowing those representatives who weren't at hui last year to understand the discussions that occurred.

The Board have endeavoured to act in the best interests of the organisation given the limitations identified in the current Tāngata Tiriti whare processes. In making decisions regarding appointment/nomination of trustees we also looked to precedents previously set regarding Board vacancies which have occurred between General Meetings. The Board agree that there are gaps in Whare processes which need to be addressed. As previously discussed at Tāngata Tiriti Hui, the emerging group and selection/election process was to be trialled for two years and then reviewed. This is in order for such gaps to be identified and solutions sought. The Board commit to holding discussions on trustee selection processes at ngā whare hui in April 2022.

In the introduction the authors note their concerns regarding the workload of the Trustee Board. The Trustee Board note that they are seeing their workload beginning to return towards a more normal level, following a very busy 2020 – 2021 year.

In the purpose section the authors note that part of the purpose of this resolution is to add additional skills to the Board. The Trustee Board would like to remind members that it is the responsibility of each whare to decide what skills they see as necessary/desirable for their trustees.



In the current situation section the authors indicate that Gill Morgan was nominated at the Tāngata Tiriti Hui. In fact, Gill Morgan’s nomination was accepted at Tāngata Tiriti hui in November 2020, and she was selected for endorsement as a Tāngata Tiriti trustee at AGM 2021.

In the current situation section the authors discuss their interpretation of trustee terms. The Board sought legal advice for the organisation on trustee terms prior to AGM 2019. The legal advice received (and subsequently adopted by the Board) stated:

“that all years served as a co-president or as a trustee board member are to be counted for the purposes of applying the maximum duration rules”

Hence, the terms of Board members begin from their original date of election, not the amalgamation date (due to case law). This interpretation also ensures that clause 11.7.3 of the constitution is upheld.

In the problems section, in problem 1 the authors note that there are “insufficient House processes to fill vacancies as they arise”. This is true for Tāngata Tiriti. However, Te Whare Tikanga Māori have a succession plan in place, which means that should a vacancy arise mid-term, the next Te Whare Tikanga Māori trustee can be inducted. In problem 2 the authors discuss voting at the Trustee Board. The Board note that successive Trustee Boards, including the current Board have never voted. The Trustee Board uses the established Playcentre governance decision making tool of consensus.

In the How these problems affect the proposed 2021 AGM election process section, the authors discuss their view of the potential impacts of existing processes. In response the Board note that in making appointments, nominations and plans for co-option, the Board has always endeavoured to act in the best interests of the organisation as a whole. With Ruth Jones unexpectedly resigning as Tāngata Tiriti Co-President in April this year, the Board appointed Michelle Hutton as Co-President for Tāngata Tiriti. There were several reasons for this including that it has been planned since 2019 for Michelle to succeed Ruth. Tiso Ross’ term was also coming to an end at AGM 2021 and she had previously indicated that she would not be re-standing. The Board asked Tiso to consider being co-opted for a further 12 month term (2021 – 2022) to ensure stability for the Board membership and to maintain the tuakana-teina balance. Tiso has been on the Board for two years, nine months (having joined in December 2018), and so by serving a further 12 months, she



will not be exceeding the four year constitutional maximum. Even though Tiso would be co-opted, the Board view Tiso as a representative for Tāngata Tiriti.

This Board have experienced having two new trustees from one whare joining the Board at the same time, twice in the last three years, and as for any Board, it took time for those new trustees to be up to speed and fully contributing, thereby increasing the workload on the more experienced trustees in the meantime.

With regard to Proposal 4, as previously mentioned, the Board commit to holding discussions regarding trustee selection processes at ngā whare hui in April 2022.

The Board would like to add further information for consideration in the disadvantages section. Considerations in bringing new trustees onto the Board are not solely or primarily financial. It is also about tuakana, kotahitanga, and the time required for all trustees to build relationships and support the new trustees to emerge into this leadership role. The established process for incoming trustees is that the time between whare hui and AGM is utilised to begin induction, whereby the trustees-elect are brought alongside the Board's work, enabling them to be brought up to speed in order for them to be more quickly become effective trustees once they officially join the Board following AGM.

In conclusion, the Board disagree with the recommendations of this resolution. It is the Board's role to uphold existing processes and decisions, including those made at whare hui in 2020. The Board welcome suggestions for alternative ways of working, and the Board see the correct and respectful way for these recommendations to be addressed is through discussions at whare hui in the first instance. The established Playcentre governance process is that discussions affecting the organisation are first tabled at whare hui, prior to being brought to an AGM for decision-making where required.



Resolutions 1, 2 and 5 - Decision Making Processes for General Meetings



Special General Meeting 2021

Introduction

The rōpū, Kia Puāwai o te Akoranga, Tauranga Moana Rōpū, Kapa Tautoko ki Whanganui-a-Tara, and Puriri Whakamaru o Central Districts, called an SGM that was held on the 4th September 2021, in accordance with Clause 10.11.1 and 10.11.2 of Kaupapa Ture/ Constitution of Te Whānau Tupu Ngātahi o Aotearoa – Playcentre Aotearoa.

The following resolutions were agreed by consensus decision making, and made by Tāngata Tiriti and Te Whare Tikanga Māori, in partnership, with each resolution supported by the Advisory Panel:

Resolution 1

Move that the interpretation of 11.4 read with 11.1 is that only the houses in partnership can decide whether to invoke clause 11.4.1, 11.4.2 or 11.4.3, and therefore, as per clause 9.13, any interpretation or application of the Constitution by the Trustee Board that the Trustee Board can delegate a decision to itself under clause 11.4 is hereby revoked by this General Meeting.

Resolution 2

Move that there is no constitutional basis for the Advisory Panel to make or veto decisions, and therefore, as per clause 9.13, any interpretation or application of the Constitution by the Trustee Board that the Advisory Panel can make or veto decisions is hereby revoked by this General Meeting.

Resolution 5

Move that the interpretation of clause 10.3 is that the Trustee Board shall appoint a person(s) as facilitator(s) but not appoint themselves as facilitator(s).

Purpose

The purpose of this paper is to table as accepted the resolutions 1, 2 and 5 as agreed at the rōpū-called Special General Meeting held on the 4th of September 2021.



Rationale

The SGM, called by rōpū, met the requirements of the constitution outlined in clause 10.11, however, the Trustee Board chose not to view this as a valid meeting and did not attend the SGM.

18 representatives from Te Whare Tikanga Māori and 24 representatives from Tangata Tiriti across all six regions, elected following the currently utilised process of each house, attended the SGM. The decision making process and outcomes were found to be in line with the constitution, met Tiriti o Waitangi and Te Whānau Tupu Ngātahi o Aotearoa – Playcentre Aotearoa philosophy as determined by the Advisory Panel.

Therefore, the decisions made at the September SGM are brought forward to this October SGM, called by the Trustee Board, to be tabled as accepted.

Recommendations

- 1) Table as accepted that the interpretation of 11.4 read with 11.1 is that only the houses in partnership can decide whether to invoke clause 11.4.1, 11.4.2 or 11.4.3, and therefore, as per clause 9.13, any interpretation or application of the Constitution by the Trustee Board that the Trustee Board can delegate a decision to itself under clause 11.4 is hereby revoked by this General Meeting.
- 2) Table as accepted that there is no constitutional basis for the Advisory Panel to make or veto decisions, and therefore, as per clause 9.13, any interpretation or application of the Constitution by the Trustee Board that the Advisory Panel can make, or veto decisions is hereby revoked by this General Meeting.
- 3) Table as accepted that the interpretation of clause 10.3 is that the Trustee Board shall appoint a person(s) as facilitator(s) but not appoint themselves as facilitator(s).

Glossary of Terms

TT = Tāngata Tiriti (A group of representatives who are Tāngata Tiriti and centre members)

TWTM = Te Whare Tikanga Māori (A group of representatives who are Tāngata Whenua and members of Rōpū Māori)

TB = Trustee Board

AGM = Annual General Meeting

SGM = Special General Meeting



Authors

Hayley Kirk-Smith - Representative for Auckland, Tangata Tiriti Peta Vassalini - Representative for Central North Island, Tangata Tiriti In consultation with:

Bes Lironi-Irvine - Representative for Ngā Puāwai Pūriri Whakamaru, Te Whare Tikanga Māori

Heather Ruru - Representative for Ngā Kākano Pūriri Whakamaru, Te Whare Tikanga Māori

Kristen Thompson - Representative for Central North Island, Tangata Tiriti

Pia Bradshaw - Representative for Lower North Island, Tangata Tiriti Alice Wilson - Representative for Northern North Island, Tangata Tiriti

Supported by the calling rōpū:

Kia Puāwai o te Akoranga

Tauranga Moana Rōpū

Kapa Tautoko ki Whanganui-a-Tara

Puriri Whakamaru o Central Districts



Resolution 1 - Response:

Clause 11.4 of the constitution states:

11.4. Where Playcentre Aotearoa cannot reach a decision, in the time available, the status quo shall remain and the following options shall be considered:

11.4.1. suspend deliberation pending further information/research;

11.4.2. delegate the decision to the Trustee Board;

11.4.3. agree to use the formal voting process detailed in clause 11.5.

The Trustee Board understand that the intent of this resolution is the ensure that if Playcentre Aotearoa cannot make a decision in the time available, that the two whare decide, in partnership, which option in Clause 11.4 is chosen to further the decision making process.

The Trustee Board agree in principle with the intent (stated above) of the proposed resolution. A question we offer for consideration is, if the two whare are unable to reach a consensus agreement regarding which of the three options to select, what are the options for determining a way forward?

Resolution 2 - Response:

The Trustee Board understand the intent of this resolution is to confirm the existing process, in that where critical issues are identified by the Advisory Panel, this information would be taken back to the two whare for further discussions.

The Advisory Panel is part of the Two House Model. It is correct that neither the Two House Model or the Advisory Panel are included in the constitution. However it has a significant established history, having been used by both New Zealand Playcentre Federation and latterly Playcentre Aotearoa as a tool to assist in decision making at national meetings since 2006.

The role of the Advisory Panel is to report back to the meeting on the decision from Te Wā o Tu and ensure that the decision is in line with the Constitution, Philosophy and Te Tiriti o Waitangi.

As outlined in section 3.3.1 of the Two House Model procedures:



- Prior to a consensus decision being reached, the lead negotiators from either whare may request the Advisory Panel’s guidance on philosophy, core values or Te Tiriti o Waitangi.
- Once consensus is reached, *“the panel determines if the decision enacts philosophy and Te Tiriti o Waitangi. If not, the critical issue/s is explicitly identified and reported to the lead negotiators for action/next steps.”*
- And further in section 3.3.2 it states *“House negotiators will.....refer the consensus decision to the advisory panel for initial ratification. If the decision is not ratified, the critical issue/s is explicitly identified and reported to the lead negotiators for action/next steps. Final ratification occurs in the Treaty of Waitangi House.”*

The Trustee Board agree in principle with the intent (stated above) of this resolution, as it is in line with the existing Two House Model procedures. A question we offer for further consideration is, what happens if the two whare, in partnership, insist on a decision in which critical issues have been identified with respect to philosophy, core values, Te Tiriti o Waitangi, or the constitution?

Resolution 5 - Response:

The Trustee Board understand that the intent of this resolution is that the Trustee Board shall not appoint themselves as facilitators at a General Meeting.

The Trustee Board agree in principle with the intent (stated above) of this proposed resolution for the current year, 2021.



Introduction

The rōpū, Kia Puāwai o te Akoranga, Tauranga Moana Rōpū, Kapa Tautoko ki Whanganui-a-Tara, and Puriri Whakamaru o Central Districts, called an SGM that was held on the 4th September 2021, in accordance with Clause 10.11.1 and 10.11.2 of Kaupapa Ture/ Constitution of Te Whānau Tupu Ngātahi o Aotearoa – Playcentre Aotearoa.

The following resolution was agreed by consensus decision making, and made by Tāngata Tiriti and Te Whare Tikanga Māori, in partnership, with each resolution supported by the Advisory Panel:

Resolution 4:

Move that the Annual General Meeting for 2021 be reconvened on a date between, and including, the 13th of November 2021 to the 27th November 2021, and that the Trustee Board will work collaboratively with centres, rōpū, and AGM representatives to ensure there is sufficient time for consideration, discussion and debate of the papers being presented at the AGM.

The Trustee Board have now actioned this resolution by setting the dates for the reconvened AGM.

Purpose

The purpose of this paper is to table as accepted resolution 4 as agreed at the rōpū-called Special General Meeting held on the 4th of September 2021.

Rationale

The SGM, called by rōpū, met the requirements of the constitution outlined in clause 10.11, however, the Trustee Board chose not to view this as a valid meeting and did not attend the SGM.

18 representatives from Te Whare Tikanga Māori and 24 representatives from Tangata Tiriti across all six regions, elected following the currently utilised process of each house, attended the SGM. The decision making process and outcomes were found to be in line with the constitution,



met Tiriti o Waitangi and Te Whānau Tupu Ngātahi o Aotearoa – Playcentre Aotearoa philosophy as determined by the Advisory Panel.

Therefore, the decisions made at the September SGM are brought forward to this October SGM, called by the Trustee Board, to be tabled as accepted.

Recommendation

- 1) Table as accepted that the Annual General Meeting for 2021 be reconvened on a date between, and including, the 13th of November 2021 to the 27th November 2021, and that the Trustee Board will work collaboratively with centres, rōpū, and AGM representatives to ensure there is sufficient time for consideration, discussion and debate of the papers being presented at the AGM.

Glossary

TT = Tāngata Tiriti (A group of representatives who are Tāngata Tiriti and centre members)

TWTM = Te Whare Tikanga Māori (A group of representatives who are Tāngata Whenua and members of Rōpū Māori)

TB = Trustee Board

AGM = Annual General Meeting

SGM = Special General Meeting

Authors

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Peta Vassalini - Representative for Central North Island, Tangata Tiriti

In consultation with:

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Heather Ruru - Representative for Ngā Kākano Pūriri Whakamaru, Te Whare Tikanga Māori

Kristen Thompson - Representative for Central North Island, Tangata Tiriti

Pia Bradshaw - Representative for Lower North Island, Tangata Tiriti
Alice Wilson - Representative for Northern North Island, Tangata Tiriti

Supported by the calling rōpū:

Kia Puāwai o te Akoranga

Kapa Tautoko ki Whanganui-a-Tara

Tauranga Moana Rōpū

Puriri Whakamaru o Central Districts



The paper authors have stated in this paper that they consider the 4th September meeting to be an official SGM.

10.11. Ngā Hui Ohore / Special General Meetings:

- 10.11.1. *may be called either on the direction of the Trustees or at the request of at least 10% of Playcentres or Rōpū Māori;*
- 10.11.2. *requires the giving of at least four (4) weeks' notice of such a meeting stating the intended purpose, to all Playcentres and Rōpū Māori;*
- 10.11.3. *shall only consider that business for which it was specifically called.*

Clause 10.11 of the constitution states that Centres or Rōpū can request an SGM, but only the Trustee Board can call an SGM. Please note the meeting held on 4th September, was a member meeting, not an official SGM. This includes the processes and outcomes. The official SGM is to be held on 30th October 2021, as stated on the 16th August by the Trustee Board.

The Trustee Board acknowledge the huge amount of mahi put into the 4th September meeting by members, and hope that this helps streamline the official SGM.

The Trustee Board have circulated two dates for reconvening of the AGM – Sunday 31st October and Saturday 27th November.



Introduction

The rōpū, Kia Puāwai o te Akoranga, Tauranga Moana Rōpū, Kapa Tautoko ki Whanganui-a-Tara, and Puriri Whakamaru o Central Districts, called an SGM that was held on the 4th September 2021, in accordance with Clause 10.11.1 and 10.11.2 of Kaupapa Ture/ Constitution of Te Whānau Tupu Ngātahi o Aotearoa – Playcentre Aotearoa.

The following resolution was agreed by consensus decision making, and made by Tāngata Tiriti and Te Whare Tikanga Māori, in partnership, each resolution was supported by the Advisory Panel:

Resolution 6:

Move that, at their respective hui in October, both houses will consider and decide on (in accordance with the processes for selecting representatives) which representatives will be proposed for endorsement for the Trustee Board at the reconvened AGM/SGM 2021.

This resolution can no longer be applied as the Trustee Board has moved Hui to April 2022. The Nomination, Selections and Endorsement Decision Paper now supersedes this decision, but the intent of this agreed resolution is carried forward to this paper.

Purpose

The purpose of this paper is to table as accepted resolution 6 as agreed at the rōpū-called Special General Meeting held on the 4th of September 2021.

Rationale

The SGM, called by rōpū, met the requirements of the constitution outlined in clause 10.11, however, the Trustee Board chose not to view this as a valid meeting and did not attend the SGM.

18 representatives from Te Whare Tikanga Māori and 24 representatives from Tangata Tiriti across all six regions, elected following the currently utilised process of each house, attended the SGM. The decision making process and outcomes were found to be in line with the constitution,



met Tiriti o Waitangi and Te Whānau Tupu Ngātahi o Aotearoa – Playcentre Aotearoa philosophy as determined by the Advisory Panel.

Therefore, the decisions made at the September SGM are brought forward to this October SGM, called by the Trustee Board, to be tabled as accepted.

Recommendation

- 1) Table as accepted that at their respective hui in October, both houses will consider and decide on (in accordance with the processes for selecting representatives) which representatives will be proposed for endorsement for the Trustee Board at the reconvened AGM/SGM 2021.

Glossary

TT = Tāngata Tiriti (A group of representatives who are Tāngata Tiriti and centre members)

TWTM = Te Whare Tikanga Māori (A group of representatives who are Tāngata Whenua and members of Rōpū Māori)

TB = Trustee Board

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Authors

Hayley Kirk-Smith - Representative for Auckland, Tangata Tiriti Peta Vassalini - Representative for Central North Island, Tangata Tiriti In consultation with:

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Kristen Thompson - Representative for Central North Island, Tangata Tiriti

Pia Bradshaw - Representative for Lower North Island, Tangata Tiriti Alice Wilson - Representative for Northern North Island, Tangata Tiriti

Supported by the calling rōpū:

Kia Puāwai o te Akoranga

Tauranga Moana Rōpū

Kapa Tautoko ki Whanganui-a-Tara

Puriri Whakamaru o Central Districts



The paper authors have stated in this paper that they consider the 4th September meeting to be an official SGM.

Clause 10.11 as per the constitution states that Centres or Rōpū can request an SGM, but only the Trustee Board can call an SGM. Please note the meeting held on 4th September, was a member meeting, not an official SGM. This includes the processes and outcomes. The official SGM is to be held on 30th October 2021, as stated on the 16th August by the Trustee Board.

The Trustee Board acknowledge the huge amount of mahi put into the 4th September meeting by members, and hope that this helps streamline the official SGM.

The Trustee Board understands the intent of this resolution is that it will only apply to the nomination process for the 2021 AGM, and that the purpose of the resolution is not to override existing whare processes but to open up the nomination process and make it more transparent, enabling both whare the opportunity for discussion. When discussing this resolution with the author representatives, they felt that because of the gap between whare hui and AGM, and with many first time representatives at AGM this year, there was not a good understanding of existing whare processes, and that some representatives did not feel comfortable endorsing candidates they weren't familiar with.

The Trustee Board do not agree with this resolution. Clauses 7 and 8 leave this to each whare to decide their own trustee selection process and should be discussed at whare hui. It would be remiss of the Trustee Board to overturn a whare process and negate the constitution.

Clause 11.7.3 of the constitution states *“All selected persons/individuals, shall serve a term of two (2) years with half of the Trustee Board retiring every year, ensuring both houses are equally represented at all times. Selected persons/individuals shall be eligible for re-election provided that a maximum term of four (4) years in any one position is not exceeded.”*



In 2019, Playcentre's Honorary Legal Advisor gave advice. The Trustee Board have implemented this advice, being one Co-President (alternating where), and one trustee from each where are to retire each year. This does not preclude those trustees from standing for re-election as long as they will not exceed the four year maximum term, to ensure this tuakana-teina balance at the Trustee Board level is maintained. However, we all know life happens, and sometimes the best laid plans don't eventuate, which is the position the Board found itself in earlier this year.

With Ruth Jones resigning as Tāngata Tiriti Co-President in April this year, the Board appointed Michelle Hutton as Co-President for Tāngata Tiriti. There were several reasons for this including that it has been planned since 2019 for Michelle to succeed Ruth. Tiso Ross' term was also coming to an end at AGM 2021 and she had previously indicated that she would not be re-standing. The Board asked Tiso to consider being co-opted for a further 12 month term (2021 – 2022) to ensure stability for the Board membership and to maintain the tuakana-teina balance. Tiso has been on the Board for two years, nine months (having joined in December 2018), and so by serving a further 12 months, she will not be exceeding the four year constitutional maximum. Even though Tiso would be co-opted, the Board see Tiso as a representative for Tāngata Tiriti.

This Board have experienced having two new trustees from one where joining the Board at the same time twice in the last three years, and as for any Board, it took time for those new trustees to be up to speed and fully contributing, thereby increasing the workload on the more experienced trustees in the meantime.



Please note that this appendix relates to [Resolution 7](#).

Problem 1 - Insufficient House processes to fill vacancies as they arise:

Vacancies on the TB can arise in a number of ways, either at AGMs or mid-term. These include:

- 1) A TB member(s') term expiring (cl.11.7.3)
- 2) A TB member(s') resignation
- 3) A TB member(s') becoming a Co-President (therefore creating a TB vacancy)
- 4) A TB member(s') or a nominee not being endorsed at an AGM
- 5) Houses deciding in partnership to increase numbers on the TB (up to 10 total members are allowed, there are currently 6)
- 6) A TB member(s') expulsion, by other TB members, for breaching the code of conduct (refer NZPF Code of Conduct - Trustee section "leaving the Board' point 2) or breaking the law.

Problem 2 - Unequal representation on board not addressed at the 2021 AGM

The Constitution requires both houses to maintain equal representation on the Board (cl. 9.1). Clause 9.9 allows the Board to act notwithstanding any vacancies that may occur. However, any such vacancy should be filled at the time of the next General Meeting, thereby ensuring equal representation, moving forward in the event that a vacancy has left the Board unequal during the preceding time. Gill Morgan was nominated at the 2020 Hui with a view to replacing Tiso Ross, who was stepping down as a representative for TT as of the 2021 AGM. In the meantime, Ruth Jones resigned, leaving an additional vacancy which had not been contemplated at the time of the 2020 Hui. As a result, the TB has been unequal since Ruth's resignation, with no attempt made at the 2021 AGM to rectify the situation. We note that the TB proposed the co-option of Tiso Ross as a solution to the situation, but a TB member co-opted under 9.8 sits across both houses and has no voting power. Ergo, a co-option cannot correct any imbalances in the TB. Tāngata Tiriti needs to add an additional nomination to achieve equal representation.



Problem 3 - Insufficient number of nominated TB candidates in the Houses leadership plans

This can lead to:

- an inability to fill vacancies when they arise with suitable skilled and experienced trustees, or
- no alternative candidates provided, so that a candidate is either: selected, endorsed and accepted as a fait accompli rather than considering the skills required and seeking an appropriate candidate; or not endorsed, leaving the Board with a vacancy or several vacancies and no ability for Houses to nominate additional candidates.

Problem 4 - No or limited analysis of the skills and experiences of the nominees is provided

It is best practice for Boards to consider the current mix of experience, skills, and attributes of its current membership, before seeking nominees and elections for vacancies. This allows the current Board members to assess where they have strengths and weaknesses, and allows the Houses to consider the best candidates to fill those gaps. Refer to [appendix 2](#) for an example of an appropriate skill matrix combining professional governance skills and relevant Playcentre skills.

Problem 5 - Cumbersome, opaque and slow House TB candidate nomination processes

The current House processes are long processes that require nominees to be identified a year (Tāngata Tiriti House) or even more (Te Whare Tikanga Māori) in advance. They are not responsive to the current circumstances and the evolving needs of the organisation. Furthermore, processes are not always shared in a timely way or documented and made available¹, or formally agreed². Centres, rōpū and representatives report that they find these processes hard to engage in. This undermines the ability to attract quality candidates and / or have them identified and nominated in a timely way.

¹ Minutes for hui, where agreements are made, are not shared in a timely manner. This year, for instance, the discussion agreeing nominees and the outcome is yet to be shared in any written form, since the minutes from the Oct / Nov 2020 hui are still not available.

² House processes: House processes are continually evolving, and we cannot find any evidence that they have been finalised and agreed upon by the Houses.



Problem 6 - Complex and high workload requires more Trustees

The size and complexity of the organisation has grown significantly since amalgamation, increasing the amount of work for the five current TB members, who themselves have expressed concerns over their workload. Over the next 12-24 months, the work of the TB will include (but is not limited to):

- Addressing the significant backlog of work created by managerial vacancies,
- Improving communications with stakeholders,
- Negotiating funding agreements with the MOE,
- Raising standards of property,
- Annual and strategic planning,
- Review of the Constitution and Governance structure,
- Addressing high staff turnover at the management level,
- Working to establish a completely new CEO and Senior Leadership Team.

The NZQA report further shows areas where the TB have not been able to provide sufficient governance in the delivery of the education programme¹. There is a clear need for both additional numbers of Trustees and additional skills.

Problem 7 - Election processes by consensus

The current process for the election of nominees onto the TB is by consensus decision-making. This can be hurtful and disrespectful for the nominees as they can be discussed in a personal manner, with potential to be divisive in the house. This could also result in a decision that satisfies the need to agree, rather than a decision that is in the best interests of our organisation. Consensus decision-making can lead to the misuse of blocking due to conscious or subconscious biases or grievances with potential nominees, influencing others to make decisions that may not be in the best interests of Playcentre Aotearoa. Ultimately, consensus decision-making can paralyse the decision-making process, creating time pressure to find a solution, leading to stress and group pressure to 'just get on with it'.

¹ The governance of Playcentre Education does not have a formal and clear vision and understanding of the enterprise, and leadership is not providing effective support for educational achievement as noted in the NZQA External Evaluation and Review Report 2021



In the problem 3 section the authors state that there is an inability to fill vacancies when they arise. The Board note this is true for Tāngata Tiriti whare processes. For Te Whare Tikanga Māori their succession plan allows for new trustees to be inducted. The Board also note regarding the consideration of the skills required for candidates, that for Tāngata Tiriti whare the skills mix is considered both before and during the selection/election process. Members of the emerging group and Tāngata Tiriti trustees discuss who is the best 'fit' for current needs/circumstances prior to candidate nomination. And for Te Whare Tikanga Māori the skills mix is considered as part of the conversations around their succession plan.

In the problem 4 section the authors discuss the analysis of skills of nominees. The Board note that the Board's primary role is to uphold the philosophy of the organisation (as expressed in the Constitution). Where required the Trustee Board is able to access professional advice from a network of advisors. The Board's view is that it is imperative that trustees first and foremost are passionate about Playcentre and our philosophy. Playcentre need trustees from a broad range of whānau types and backgrounds, encompassing both rural and urban, to ensure the diversity of our membership is reflected at the board table. Playcentre's vision of whānau tupu ngātahi is enacted through emergent leadership at all levels of the organisation. When trustees join the Board they are supported to grow into the role (just like at centre). Everyone brings unique skills and viewpoints to the table and all are valued equally. All trustees continue to learn and develop alongside each other during their time on the board.

The Board's response to the issues raised in the problem 6 section is that the workload of the Board has been higher than usual over the last 12 months primarily due to Covid-19 and the General Manager vacancy. The Board are already starting to see their workload return to a more normal level, and anticipate this to continue. The Board note that many of the issues the authors raise are operational, and whilst the Board has a supportive role to play with regard to those issues, most are primarily an operational responsibility. With regard to the NZQA EER report, the Board note that since this report was completed in May, both the Trustee Board and Operations



are implementing changes to address all concerns raised. The NZQA EER report can be viewed [here](#).

In response to the concerns raised by the authors in the problem 7 section, the Board note that Te Whare Tikanga Māori realised that voting was also not conducive to enhancing the mana of individuals, which led to discussions on alternative pathways and eventuated into the enactment of the succession plan in 2015. Historically, in Tāngata Tiriti, it is also true that voting has caused disrespect and hurt to candidates. This is one of the reasons that the emerging leadership group was introduced.



Appendix 2: Possible Playcentre Aotearoa Governance Matrix



Special General Meeting 2021

Please note that this appendix relates to [Resolution 7](#).

Many Boards use a skills matrix to assess the strengths of both current Board members, and prospective Board members. The purpose is a visual representation of a gap analysis, and relates to combined skills across the Board. The skills matrix can include whatever attributes the Board and Houses think are necessary or useful for the Board, taking into account the size of the organisation, the complexity of the financial performance of the organisation, and the legislative/compliance environment.

Behavioural competencies	Nominee 1	Nominee 2	Nominee 3	Nominee 4	Nominee 5
Team Player/Collaborative					
Ability/willingness to challenge and probe					
Common sense and sound judgement					
Integrity and high ethical standards					
Recognising and managing conflicts of interest					
Mentoring abilities					
Interpersonal relationships					
Active listening skills					
Verbal communication skills					
Written communication skills					
Understanding of effective decision-making processes					
Presents a professional public face					



Ability to effectively delegate tasks					
Reflective practice and a willingness to adapt to feedback					
Recognition of areas of weakness/limitation and the ability to ask for help or support					
Open and transparent communication while maintaining confidentiality when required					
Open-minded within the decision-making process and able to shift position based on new information or perspectives					
Approachable and friendly					
Solution-based problem solving					
Willingness and ability to devote time and energy to the role					
Playcentre/ECE sector Knowledge/experience					
Actively involved in Playcentre at various levels (centre/rōpū, cluster, association, national governance, etc)					
Knowledge of Playcentre philosophy, policies and procedures					
Knowledge of and willingness to work productively within a bicultural model					
Displays good understanding and practice of consensus decision-making					
Displays good understanding and practice around grassroots governance and consultation processes					
Knowledge of ECE sector outside Playcentre					
Knowledge of broad public policy direction					
Understanding of government legislation/legislative process - particularly in the areas of charities, education and industrial law					



Technical Skills and Experience					
Accounting					
Finance					
Law					
Marketing experience					
Information Technology					
Public Relations					
Local or national government experience					
Public policy					
Teaching/Education					
Knowledge of and experience with Te Tiriti o Waitangi in governance					
Experience in developing and implementing risk management systems					
Human resource management					
Senior management experience					
Strategic development and implementation					
Policy development and writing					
Understanding and applying statistics/data to inform decision-making					
Governance Competencies					
Governance in NFP/charity sector					
Financial literacy					
Strategic thinking/planning from a governance perspective					
Executive performance management, management of the CEO					
Governance-related risk assessment					



Appendix 3: Issues and Risks the TB must attend to in 2021-2022



Special General Meeting 2021

Please note that this appendix relates to [Resolution 7](#).

We have also set out some particular challenges that the organisation is currently facing, which the Trustee Board will need to respond to over the next year. It is important that the Trustee Board is adequately skilled and resourced to address these challenges.

Significant issues:

Significant issues are being faced by the organisation that are putting the organisation at risk. These include:

- A large number of vacancies especially at leadership (Chief Executive/GM, Chief Financial) and senior levels
- Governance of the Playcentre Education Programme
- The new licensing agreement's impact on training levels, core Playcentre philosophy of parents as first teachers and financial viability of centres funding long-term/permanent session support workers/session facilitators
- Significant funding pressures on the organisation, including a proposed deficit budget
- Limited and disempowering communication pathways between centres and the Trustee Board, and the effect on the core Playcentre philosophy of grassroots governance
- Lack of appropriate professional development and evaluation, both internal and external

Significant risks:

- Future recruitment and retention issues
- Inability to ensure the health and safety of our own people, including employees, with increased risk of legal liability (both criminal and civil)
- Losing our PA accreditation as a Tertiary Education Provider, which would mean no funding for our Playcentre Education Programme, which would mean no accreditation of qualifications and a growing inability to meet licensing obligations
- MoE withdrawing / reducing / not increasing funding (especially if we are unable to meet licensing)



- Damage to the reputation of PA, resulting in difficulties accessing other sources of funding or forming partnerships
- Damage to the PA brand and its place as a leader of ECE provision
- Becoming insolvent
- More centres closing



The Board's responses to the significant issues raised in [Appendix 3](#) are as follows:

- The majority of senior leadership vacancies have been addressed. The only senior leadership role yet to be filled is the Kaiwhakahaere Hononga Māori role, and this is being addressed currently.
- A response plan has been submitted and approved by NZQA and initiatives are in place to address all concerns raised.
- The recent changes to the licensing requirements are an interim step to support centres to maintain licensing until the co-designed model is developed with MoE.
- As in previous years the proposed 2021/22 budget shows a deficit. The Board chose to support this budget deficit rather than cut services to centres. The Board are comfortable with this position based on financial advice from Operations. The organisation is in the fortunate position of being able to support a budget deficit in the short term from retained earnings. Financial sustainability in the longer term will be addressed via the co-design of a new funding model with MoE. As outlined in the Strategic Plan, Operations are also continuing to seek opportunities to diversify Playcentre Aotearoa's funding.
- The communication pathway is on the website, and there is a contact button also on the website whereby anyone is able to contact the Trustee Board via the Co-Presidents email.
- External evaluation is carried out via MoE, ERO, TEC, NZQA. These evaluations cover all levels of the organisation. Professional development opportunities are available to centres via the Adult Education programme and PLD, as well as other external providers in some areas.

The Board's responses to the significant risks raised in [Appendix 3](#) are as follows:

- Any recruitment and retention concerns are being addressed through continuing to develop and support a positive organisational culture.
- Operations have recently contracted an external review of health and safety across the organisation to ensure that Playcentre meets all its health and safety obligations.



- Playcentre is not at risk of losing its accreditation as a Tertiary Education Provider. As previously mentioned, concerns from the EER report have been addressed.
- The Board and Operations have been working closely with MoE to support Playcentre’s amalgamation journey. MoE see Playcentre as a key part of the ECE landscape in Aotearoa and we maintain very productive reciprocal relationships.
- The Trustee Board and kaimahi continue to maintain positive working relationships with external stakeholders. Our acting GM has been actively working to develop our partnerships with like-minded organisations. The Trustee Board have confidence in our kaimahi to deliver on the strategic objective regarding diversifying funding.
- The Trustee Board and kaimahi continue to maintain positive working relationships with external stakeholders, including maintaining a role in the Early Childhood Advisory Council, other working parties, and industry networks as appropriate.
- There is very little risk of Playcentre Aotearoa becoming insolvent. The healthy state of our financial reserves mean that we have approximately 13 months of expense cover. This means that if no income was received, current expenses could be covered for 13 months.
- Unfortunately the closure of centres is not a new concern, and has been ongoing since the mid-1980s (reference *Looking Forward – Looking Back*, Robbie Burke et al, 2006). This is also a concern of the Trustee Board and we are working alongside communities around the motu to develop innovative solutions to maintaining Playcentre’s presence.



Appendix 4: Options for Nominations at the 2021 AGM Election



Special General Meeting 2021

Please note that this appendix relates to [Resolution 7](#).

Given the particular challenges this organisation is facing, we considered various options for responding to the issues set out in this paper.

Options 1: Status quo

We are only able to choose from nominees for the 2021 election from those already selected at Hui 2020.

TWTM - have a published succession plan that currently only includes the current TB members and does not identify Trustees beyond 2023. There are no alternatives.

TT - have a published emerging group that has one nominee. The selection/election process presented at hui November 2019 (but not formally decided upon) states that (as updated by the TB) nominees would ideally come from this group. The intent of the emerging group is to develop potential leadership with the view to possibly becoming nominees for selection.

All Trustees from TWTM may be endorsed in their positions for another term. Michelle Hutton seeks to be endorsed as Co-President, despite not having been nominated for the position at Hui 2020. Gill Morgan seeks to be endorsed as a trustee, and Tiso Ross is proposed to be co-opted as a non-voting trustee until the 2022 election. If all of these nominees were endorsed, there would not be equal representation of the two Houses.

Houses would also not be able to add any additional Trustees to meet the high workload and the particular challenges that may require additional skills on the Board, as there would be no nominees.

There would also be a risk that the Houses would not endorse some or all of the nominees and rather seek to fix their endorsement processes at House Hui first. This would leave the TB in limbo while they work out how to move forward.



Option 2: Nominees for 2022 to be eligible for 2021 election

For TT, a 'one-off' option is to enable the House to select, in consultation with the nominees, from all the nominees who have been submitted for the 2022 election following the TT draft selection/election process, to fill the current TT Board member vacancies.

However, TWTM does not have any additional nominees, notwithstanding any expressions of interests, to fill any vacancies that may arise. Nor have they yet identified nominees for future endorsement when TB members' terms expire. This needs urgent attention. The organisation is at significant risk if vacancies arise. TWTM need to urgently agree nominations for possible future vacancies. A 'one-off' option is for the representatives for TWTM to call for nominations or expressions of interest for the TB leading up to the reconvened AGM.

However, there is no guarantee that this will happen leading up to the 2021 reconvened AGM, so is not the preferred option.

Option 3: Houses call for expressions of interests for the 2021 TB to be discussed and agreed at House hui.

Under this option, House Hui held in October could agree on additional nominees for the reconvened 2021 AGM held in November. This would provide a pool of additional candidates nominated by their respective Houses for the 2021 AGM election.

This was the preferable option that many regional representatives wished to pursue. Reconvening the AGM after the House Hui in October would have allowed for Houses to meet at hui and consider the problems with their nomination processes and the issues that come with those problems for the 2021 AGM election process and beyond. Houses could then have decided to nominate additional representatives for the 2021 AGM process. It would have also given the Houses time to work on an improved nomination process for future AGM elections.

However, this is no longer an option as the House Hui has been postponed by the TB due to Covid-19 concerns.

It is however conceivable that the respective Houses could still call for expressions of interest for the 2021 TB AGM election process and hold Zoom hui to discuss candidates and nominate.

However, there is no certainty that Houses will organise hui to discuss and nominate candidates, so cannot be relied upon as an option.



Option 4: Call for nominations from the floor (ideally with some socialising and discussing in the houses prior)

This is common practice in many organisations, particularly when there are insufficient numbers of nominees already presented. In this case, the intent is to have a pool of nominees in each House to select from that will offer the best range of skills and to potentially increase the number of Trustees. It is the preference that possible nominees will have expressed their interest to their House prior to the AGM, although this option gives Houses flexibility to accept other nominees if this has not been possible.

While this is far from a perfect process, it will address the problems highlighted in this paper for the 2021 AGM, while a better longer term process of house nomination can be worked on for future AGM election processes.

Also, this option does not preclude possible candidates expressing their interest to Houses. Nor does it preclude Houses organising Zoom hui to discuss and nominate candidates for the 2021 AGM. It would be preferable that this, or some form of expression of interest and information about candidates, is socialised with Houses prior to the AGM. It is also preferable that regional representatives have considered the skills and experience mix that will best ensure a high performing TB. The authors of this paper and regional representatives will be seeking to ensure this happens.



Appendix 5: Possible process for Nomination, Selection and Endorsement at the AGM

Special General Meeting 2021

Please note that this appendix relates to [Resolution 7](#).

If, through the endorsement decision discussions in Houses, the House/s choose to reselect their candidates for 10.10.7 and 10.10.8 decisions, they can do so by using the following process. Once this has been completed, 10.10.7 and 10.10.8 decisions can be amended.

Nomination and Selection

- 1) House calls for nominations.
- 2) Nominations for all trustee positions (including Co-President) are given, possibly using the skills matrix.
- 3) Q&A of any nominees newly nominated by the House.
- 4) House calls for co-president nominations from that group of nominees.
- 5) Nominees are presented as co-president candidates.
- 6) House votes by simple majority, secret ballot, to select one nominee to be the candidate for the Co-President endorsement. Each representative can exercise one vote.
- 7) House votes by simple majority, secret ballot, to select three nominees for the trustee positions additional to the Co-President position selected above. Each representative can exercise three votes for three different nominees and the result is the three nominees with the highest percentage of votes become the three candidates (proportional representation).

Endorsement

- 8) Candidates for Co-President and trustee positions from each house are presented in Te Wā o Rongo/Treaty House by a chosen representative (not one of the candidates) of that House and will include a statement of support for the candidates (i.e. why the House has chosen those candidates).
- 9) Move back to Te Whare Tikanga Māori and Tāngata Tiriti House for houses to make their endorsement decisions on 10.10.7 and 10.10.8 (as amended). This can be done by vote as per cl 11.2.



Important: This information was not created by the rōpū Māori that called this Special General Meeting. It has been drawn up by members of a kapa mahi that worked in partnership with the rōpū to draw up the resolutions, and is intended purely to give context and explanation to some of the intents in drawing up these resolutions and bringing them to a Special General Meeting.

Resolution 1:

What does the resolution say?

Move that the interpretation of 11.4 read with 11.1 is that only the houses in partnership can decide whether to invoke clause 11.4.1, 11.4.2 or 11.4.3, and therefore, as per clause 9.13, any interpretation or application of the Constitution by the Trustee Board that the Trustee Board can delegate a decision to itself under clause 11.4 is hereby revoked by this General Meeting.

What does that mean?

Any General Meeting decisions are to be made by the houses (that is, the nominated representatives of Centres and Rōpū Māori) in partnership.

The Trustee Board may not choose to delegate decision making to itself.

Why does it matter?

In the past, the Trustee Board has delegated decision making to itself when the houses did not reach agreement in the allocated time (AGM 2018, AGM 2020).

While delegating decision-making power to the Trustee Board is one of the options that Playcentre Aotearoa (defined in the Constitution as being Centres, Rōpū Māori and life members) can choose, we believe the Constitution shows it should be the representatives' choice. However, in the past, the Trustee Board has not supported Playcentre Aotearoa to make this choice.

Fundamentally, this is about the intent of the Constitution: do we believe that the intent of our Constitution is for Centres and Rōpū Māori to have the final say on the budget, levy, strategic plan, and Trustee Board members? Or is the intent that the Trustee Board has the final say? We



believe the best decisions are made by those who are affected by those decisions, Centres and Rōpū Māori; and that the final decision should only be delegated to the Trustee Board if Playcentre Aotearoa agrees.

Resolution 2:

What does the resolution say?

Move that there is no constitutional basis for the Advisory Panel to make or veto decisions, and therefore, as per clause 9.13, any interpretation or application of the Constitution by the Trustee Board that the Advisory Panel can make or veto decisions is hereby revoked by this General Meeting.

What does that mean?

Any General Meeting decisions are to be made by the houses in partnership. The Advisory Panel may not make or veto the houses' decisions.

Why does it matter?

In the past, the Advisory Panel has vetoed decisions made in partnership (AGM 2016).

While we agree that the Advisory Panel plays an important role in ensuring decisions are consistent with our constitution and philosophy, their role is in an advisory capacity, and does not give them the power to overrule decisions made in partnership ("Playcentre Aotearoa Two House Model").

Resolution 3:

What does the resolution say?

Move that this General Meeting invokes clause 9.13 to revoke the Trustee Board's interpretation of clause 9.13, read together with the Playcentre Aotearoa philosophy, that any motion under this clause requires consultation prior to a General Meeting. Clause 9.13 can be invoked at any point at a General Meeting.

What does that mean?

The houses in partnership may revoke the Trustee Board's interpretation of the Constitution during a General Meeting, without needing to formally send notice to all centres.



Why does it matter?

This relates to clause 9.13 in the Constitution, which reads: “The decision of the Trustee Board on the interpretation or application of the Kaupapa Ture/Constitution shall be binding and conclusive on all members until revoked at a General Meeting.”

Representatives at the 31 July AGM attempted to invoke clause 9.13 to revoke the Trustee Board’s interpretation of delegating decisions to themselves, and were advised they could not, as prior notice had not been given to centres.

The Trustee Board has the constitutional power to interpret the Constitution as it sees fit. If Centres or Rōpū Māori have a different interpretation, the only time we can challenge this is at a general meeting. If we find ourselves disagreeing with the interpretation of the Constitution at a general meeting, but require consultation with centres before invoking clause 9.13, that could mean that – unless a Special General Meeting was called – up to a year could pass by before we have the opportunity to challenge the interpretation, by which time the underlying decision may have already been made and implemented by the Trustee Board.

Resolution 4:

What does the resolution say?

Move that the Annual General Meeting for 2021 be reconvened on 27 November 2021, and that the Trustee Board will work collaboratively with centres, rōpū, and AGM representatives to ensure there is sufficient time for consideration, discussion and debate of the papers being presented at the AGM.

What does that mean?

The AGM will be reconvened on Saturday 27 November 2021 to ensure necessary decisions can be made.

Why does it matter?

According to clause 10.10 of our constitution, key decisions need to be made within three months of the end of the financial year (31 August), such as endorsing Trustee Board members and co-presidents, and approving financial statements. A November AGM will allow these decisions to be made within the necessary timeframes.



At the 31 July AGM, representatives felt unable to carry out our duties as conscientious governors, since we felt we were not provided with sufficient or up-to-date information. Among other items:

- we were not provided with year-to-date figures;
- the financial statement provided was for the year ending 31 Aug 2020;
- we were asked to approve policy changes, but not provided with any information on which policies had changed, and how;
- we were not provided with an annual plan, which Clause 9.4.6 requires.

Reconvening the AGM in November should provide sufficient time to provide the information needed, so as representatives we can do our job responsibly.

Resolution 5:

What does the resolution say?

Move that the interpretation of clause 10.3 is that the Trustee Board shall appoint a person(s) as facilitator(s) but not appoint themselves as facilitator(s).

What does that mean?

General Meetings may not be facilitated by Trustee Board members.

Why does it matter?

We believe it is best practice for General Meetings to be facilitated by someone external, to prevent any conflicts of interest.

Those writing the decision papers, in this case the Trustee Board, may have a vested interest in a particular outcome (e.g. their own appointment to the Trustee Board), so are unable to act independently when they are also the facilitators.

In the past, Playcentre has invested in external facilitators for national meetings.

Resolution 6:

What does the resolution say?

Move that, at their respective hui in October, both Houses will consider and decide on (in accordance with the processes for selecting representatives) which representatives will be proposed for endorsement for the Trustee Board at the 27 November 2021 AGM.



What does that mean?

At both houses' upcoming hui, each house may decide whom they will propose for endorsement for the Trustee Board at the reconvened AGM on 27 November 2021.

Why does it matter?

Each house decides their own processes for selecting a minimum of 3 and maximum of 5 members of the Trustee Board, for a total minimum number of 6 members, as per Clause 9.1.

Since February 2021, the board has been operating with only 5 members, and they are proposing to continue doing so for the next year, with the addition of Tiso Ross as a non-voting co-opted member. This will mean both unequal representation between the houses (3 for Te Whare Tikanga Māori and 2 for Tāngata Tiriti), and only the barest minimum of board members to complete the governance mahi required.

This resolution affirms the right of the houses to put forth sufficient Trustee Board members for endorsement.

Resolution 7:

What does the resolution say?

Agree that at this year's Trustee Board election at the 2021 AGM:

- There will be a total of eight trustees on the Trustee Board, including the co-presidents (currently the Trustee Board has six members, so this is an increase of two trustees).
- The budget will be adjusted to enable these two extra Trustee Board members to be funded for the 2021-2022 financial year.
- The Trustee Board must have an equal number of Trustee Board members who can vote from both Houses.
- Each House will nominate four Trustee Board candidates at the AGM.
- These nominees will then be put forward for endorsement by both Houses at the AGM.
- These nominees do not have to be people previously selected by their respective Houses (new nominees can be agreed by the Houses).
- Houses will consider and decide whether or not to use voting as an alternative to consensus decision-making for deciding their nominees; and for endorsing all nominees.
- Various constitutional sections are quoted to show that these proposals are consistent with the constitution.



What does that mean?

At the AGM, eight nominees will be chosen by their Houses and endorsed onto the Trustee Board. This may include, but is not restricted to, those who have currently put their names forward to be endorsed.

Why does it matter?

At the AGM, eight nominees will be chosen by their Houses and endorsed onto the Trustee Board. This may include, but is not restricted to, those who have currently put their names forward to be endorsed.

Why does it matter?

We need more Trustee Board members with the right skills. The Trustee Board's complex and high workload requires more trustees to share the workload.

With the current nomination processes, the respective Houses can not fill all the current vacancies, resulting in unfilled vacancies on the Trustee Board.

An unexpected vacancy has created an unequal Trustee Board, whereby Tāngata Tiriti House does not have the same voting rights as Te Whare Tikanga Māori. This unequal representation is not addressed at the 2021 AGM. Other problems identified with the nomination processes may undermine Playcentre Aotearoa's ability to elect the best Trustee Board we can.

Giving both Houses the opportunity to nominate candidates at the AGM for election will allow the constitution to be adhered to, and the problems with the respective Houses' nomination processes, addressed for this election. It will also help stave off any possibility of the Trustee Board being short of its required minimum of six members, in the event that any of the current nominees are not endorsed at the AGM.

