

Questions for SGM Resolution Author Group

The following questions were received to the co-presidents email address for SGM resolution author group.

General:

1. *Have the Principles and Values of each House been used as a measurement for each recommendation?*
 - a. *If yes, what was the outcome and when will this be shared?*
 - b. *If no, when will this occur?*

Yes, the authors did consider the Principles and Values of each house but believed the consideration of the Principles and Values to be most appropriately measured by each house in discussion at the meeting prior to making a decision. These Principles and Values can be found in the Playcentre Aotearoa's Guiding Principles Policy (found on the website under Operations Policies and Procedures). The intention of these papers was to foster a discussion rather than presenting a decision as a fait accompli, thereby allowing room for negotiation at the General Meeting between the two houses.

As far as we know the papers submitted by the Trustee Board for the AGM - particularly those relating to the Strategic Plan and the Governance Policies - did not contain information regarding how the recommendation related the principles and values of each house, nor did they allow time for these Principles and Values to be discussed at the time of the meeting (given 3 minutes was allocated for each decision). This information has not been circulated to centres or rōpū and while we have answered the questions above, we are concerned that we are being held to a higher standard than the Trustee Board.

If this is the expectation for centres and rōpū authoring papers going forward, we are concerned that it would hinder grassroots engagement in governance.

Trustee Board Response:

With reference to AGM mentioned above, the Trustee Board would like the membership to remember that all papers had been circulated to Centre's at least 8 weeks prior to the AGM so representatives can seek the voice of their respective Centres/Rōpū. There has been an opportunity for questions to be asked and answered prior to AGM. The Trustee Board endeavour to be respectful of everyone's time and energy. As with any meeting there are time constraints around the AGM.

The Trustee Board acknowledge that the author group feel that expectations for centres and Rōpū would hinder grassroots engagement in governance, however the Board do not agree. The Board are always willing to support Centres and Rōpū to author governance papers and provide support and advice in this area.

2. *Have the authors of the recommendations passed each recommendation through the Advisory Panel criteria of Constitution, Philosophy and Te Tiriti o Waitangi?*
 - a. *If yes, what was the outcome and when will this be shared?*
 - b. *If no, when will this occur?*

Yes, the authors considered the Advisory Panel criteria in regards to Constitution, Philosophy, and Te

Tiriti o Waitangi when writing the papers. Resolutions 1, 2, 4, 5, and 6 have already passed through the Advisory Panel at the 4 September Rōpū-called SGM and were found to have met the necessary criteria stated above. Once the houses determine for themselves whether the criteria mentioned above are met in their decisions, they will go to the Advisory Panel to be checked. Apart from this not being past precedent, we will request for future meetings that the outcome of the Advisory Panel deliberations as well as the agreed decision/s be recorded in the minutes and shared with centres and rōpū.

As far as we know, the papers submitted by the Trustee Board for the AGM - particularly those relating to governance policies - have not been through the Advisory Panel Criteria of Constitution, Philosophy and Te Tiriti o Waitangi. We have concerns that many of the policies submitted by the Trustee Board do not adhere to the Playcentre philosophy of grassroots governance or the Constitution. This information has not been circulated to centres or rōpū and while we have answered the questions above, we are concerned that we are being held to a higher standard than the Trustee Board.

If this is the expectation for centres and rōpū authoring papers going forward, we are concerned that it would hinder grassroots engagement in governance.

Trustee Board Response:

As trustees our primary role is to uphold the Constitution, Philosophy and Te Tiriti o Waitangi. These are considered in every decision made by the Board.

The Trustee Board acknowledge that the author group feel that expectations for centres and Rōpū would hinder grassroots engagement in governance, however the Board do not agree. The Board are always willing to support Centres and Rōpū to author governance papers and provide support and advice in this area.

Representatives of the two houses (authors) interpretation:

1. Have the Principles and Values of each House been used as a measurement for each recommendation?
 - a. If yes, what was the outcome and when will this be shared?
 - b. If no, when will this occur? [As for General Q1 above.](#)

2. Have the authors of the recommendations passed each recommendation through the Advisory Panel criteria of Constitution, Philosophy and Te Tiriti o Waitangi?
 - a. If yes, what was the outcome and when will this be shared?
 - b. If no, when will this occur? [As for General Q2 above.](#)

3. Have the following constitution clauses been considered:
 - 3.4.1. *organise its affairs within the cultural tikanga/protocols of Tāngata Whenua and Tāngata Tiriti;*

3.4.5. *foster equitable collaboration between Tāngata Whenua and Tāngata Tiriti.*

As 3.4.1. has not occurred or it seems a small group of that, than that of each House
As 3.4.5 is lacking if there are 5 Tāngata Tiriti and 2 Tāngata Whenua authors

We are unsure if this is a question/comment about the co-authoring of the resolutions or the resolutions themselves, however provide a response with the best of intentions.

3.4. Principles of partnership and bicultural development require Playcentre Aotearoa to:

- 3.4.1 . organise its affairs within the cultural tikanga/protocols of Tangata Whenua and Tāngatā 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 Tangata Whenua and Tāngata Tiritī.

If the comment is regarding the co-authoring process, the Tāngata Whenua authors and Tāngata Tiriti authors upheld 3.4 in its entirety. 3.4.1 refers to cultural tikanga/protocols of the two Treaty partners, *not* the two whare in the Two House model i.e. Tāngata Whenua rather than Te Whare Tikanga Māori. Both Treaty partners adhered to our own tikanga/protocols, recognising, valuing and sharing knowledge, wisdom and experience in order to promote inclusive practices during the writing of the resolutions.

In response to the comment regarding 5 Tāngata Tiriti authors and 2 Tāngata Whenua authors, we believe there is misunderstanding of the word “equitable” or equity. We caution anyone confusing *equal numbers* with equitable or proportional representation. Clause 3.4.5 does not require an equal number of Tāngata Tiriti and Tāngata Whenua members to work on every paper submitted. If this was the case it would become impossible for many centres to submit a paper as many centres have only a small number or no whānau Māori, and this would put a huge burden on centres with whānau Māori to be engaged, regardless of interest or capacity. Further, by this measure, all the papers submitted by the Trustee Board for this year’s AGM are invalid, since the Board as it currently stands does not have equal membership across the houses. All papers will be decided in partnership, and discussion will allow for equitable collaboration to occur at the meeting to reach a consensus decision on the path forward.

Trustee Board Response:

Within the context of the Playcentre Aotearoa constitution please refer to clause 7.1 for the term Tāngata Whenua. The two-house model is a tool for decision-making, they are not guidelines to delineate who belongs where. Ngā whare is Playcentre's bicultural partnership.

Constitution clauses intent and interpretation:

1. Have members from each whare involved with the Constitutional Working Group for the current constitution, been accessed for the intent of clauses in question?
 - a. If yes, what was asked, what was the view and when will this be shared?
 - b. If no, when will this occur?

We asked the Board for a full list of all members involved in the writing of the most recent Constitution. We were told that the Board would need to check with those involved before sharing their names. Through our own networks, we were able to identify several members who had been involved in the initial drafting, and all stated that the final version of the current constitution was substantially different from the one drafted by the Kapa Mahi for the Constitutional rewrite. We also note that legal advice recently obtained by the Trustee Board in relation to the rōpū-called SGM identified Robbie Burke as the primary author of the current Constitution. There is some disagreement amongst members as to the extent of her involvement in the final version of this document, and as Robbie is now deceased we are unable to ask her for her views. Beyond this, the interpretation of any legal document is based on how it would be read by an objective reader with knowledge of all the surrounding circumstances, not by the subjective intent of the author. We note that the many ambiguities in the Constitution warrant a constitutional review as soon as possible, as has been requested previously.

Resolution 1:

1. If this resolution is agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations? What is the timeline for the plan/action/process?
2. If this resolution is not agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations?

Resolution 2:

1. If this resolution is agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations? What is the timeline for the plan/action/process?
2. If this resolution is not agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations?

Resolution 4:

1. If this resolution is agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations? What is the timeline for the plan/action/process?
2. If this resolution is not agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations?

Resolution 5:

1. If this resolution is agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations? What is the timeline for the plan/action/process?
2. If this resolution is not agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations?

Resolution 6:

1. Hui has been moved to April 2022 because the SGM and AGM have taken the date for Hui. Is this resolution still valid?
2. If this resolution is agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations? What is the timeline for the plan/action/process?

Statement regarding questions to resolutions 1, 2, 4, 5 and 6:

These resolutions have already been agreed to by consensus by both houses at the 4 September rōpū-called SGM. All of these decisions went through the Advisory Panel and were found to uphold the constitution, the philosophy and Te Tiriti o Waitangi. We note that in the *Trustee Board Response to Proposed Resolutions* (sent 2/9/2021), the Trustee Board agreed "to ensure that any outcomes of the meeting on 4th September can be presented at the official SGM". However, they instead asked the Resolution authors to re-present their Resolutions at the 30 Oct SGM.

Many of the resolutions are procedural, and for those that have task outcomes, they do not sit outside current responsibilities.

- a. Resolution 1: This will be implemented by the representatives at a General Meeting deciding on the path forward if a decision cannot be made at the meeting (i.e. the Trustee Board not delegating decisions to itself).
- b. Resolution 2: This will be implemented by the Advisory Panel at general meetings providing advice to the houses rather than making decisions or vetoing decisions made by the houses.
- c. Resolution 4: This does not require further action, as the AGM has already been reconvened by the Trustee Board, to be held across two days.
- d. Resolution 5: This will be implemented by the Trustee Board, when deciding on a facilitator/s for a General Meeting, appointing people that are not current Trustee Board members to fill this role.
- e. Resolution 6: This can no longer be actioned as intended, due to the subsequent cancellation of 2021 Whare Hui by the Trustee Board.

Minutes from the 4 September SGM meeting can be found here:

<https://sites.google.com/view/grassrootsgovernance/home>

Trustee Board Response:

The Trustee Board are responsible for ensuring established governance processes are adhered to. In light of this, in order for any resolution to be addressed, it must pass through the decision-making process, and as such must be presented at the official SGM and have representative and whare decisions recorded. The Trustee Board have carried out their duties as per clause 10.11 of the Constitution in regard to this SGM.

With regards to the cancellation of 2021 Whare Hui, this is incorrect terminology. Ngā whare Hui has been deferred to April 2022 owing to the request for the SGM and reconvened AGM being held on the previously scheduled weekend of ngā whare hui in October 2021.

Resolution 3:

1. If future general meetings have facilitators. Would this even need to be used?

Yes, future general meetings will have external facilitators. However, a facilitator (external or otherwise) does not interpret the constitution in that role. In the first instance - as per clause 9.13 - the Trustee Board is empowered to interpret the constitution between General Meetings. At a General Meeting - as per clause 9.13 - these interpretations can be revoked by consensus amongst the representatives of the two houses in partnership. An external facilitator would not contribute to the decision, but would ensure the correct process for 9.13 was followed and be neutral in its implementation. However, resolution 3 is still required to set the correct process for using clause 9.13.

2. How does this stop new information coming in?

The Constitution is not new information. The content of the Constitution is freely available to all members to familiarise themselves with in advance of any meeting. The interpretations can only come from a reasonable textual reading of the Constitution as a whole. Changing the content of the Constitution requires a Constitutional Review/Amendment process, which is not the intent of invoking clause 9.13 or resolution 3 generally.

We note that the Trustee Board are not required to notify or consult with centres or rōpū prior to their interpreting the Constitution in the first instance. Therefore, representatives may not be aware of the interpretation being applied by the Trustee Board until a General Meeting, and need to be empowered to act as a check on this interpretation if the need arises during the meeting. Imposing a requirement on representatives to notify or consult with centres and rōpū prior to invoking clause 9.13 would hold them to a higher standard than is expected of the Trustee Board.

Trustee Board Response:

Clause 9 relates to the Trustee Board. Clause 9.13 states that the Board's interpretation of the constitution can only be revoked at a General Meeting. Therefore Clause 10, which outlines the processes for General Meetings, must be followed, including consultation timelines.

3. While the word partnership is utilised frequently, the context of partnership in Playcentre utilised here is lacking. Has the impact of Te Tiriti o Waitangi Audit of the New Zealand Playcentre Federation 1999 recommendations and the Structural Analysis Report for Playcentres 2005 been considered?
 - a. If yes, what were the considerations and outcomes?
 - b. If no, when will this occur?

We do not see resolution 3 as being inconsistent with the Te Tiriti o Waitangi in any way, nor does it undermine any of the recommendations that were implemented following the 1999 Treaty Audit. The Structural Analysis Report for Playcentres 2005 has been superseded by the ART report and actioned through the amalgamation process. Any representative can move to revoke an interpretation of the

constitution and that motion would then be decided by both houses in partnership. One house can not unilaterally revoke the Trustee Board's interpretation of the Constitution. We also note that, as mentioned above, the Trustee Board are not required to consult with centres or rōpū prior to interpreting the constitution under clause 9.13, nor are they required to submit a consideration of how their interpretation of the Constitution relates to these documents or impacts on partnership beyond relationships amongst the members of the Trustee Board themselves. Once again, we feel that this question seeks to hold the membership/representatives to a higher standard than is expected of the Trustee Board.

We also request that all relevant documentation from pre-amalgamation be made available on the Playcentre website - such as the ART report mentioned above.

Trustee Board Response:

The Action Research Team (ART) report is a progressive report which built on the foundations of the Treaty Audit report, and the Structural Analysis report. The ART report did not supersede any other report.

Clause 9 relates to the Trustee Board. Clause 9.13 states that the Board's interpretation of the constitution can only be revoked at a General Meeting. Therefore Clause 10, which outlines the processes for General Meetings, must be followed, including consultation timelines.

The Trustee board will endeavour to update the amalgamation information onto the website in due course.

4. Have the following constitution clauses been considered:

3.4.1. organise its affairs within the cultural tikanga/protocols of Tāngata Whenua and Tāngata Tiriti;

3.4.5. foster equitable collaboration between Tāngata Whenua and Tāngata Tiriti.

As 3.4.1. has not occurred or it seems a small group of that, than that of each House

As 3.4.5 is lacking if there are 5 Tāngata Tiriti and 2 Tāngata Whenua authors

See answer to Q. 3 under Representatives of the Two Houses (authors) Interpretation

5. Has the impact to 'revoke; been scoped to ascertain Trustee Board and operations workload and costs? E.g. will enabling 'revoke' restrict the Trustee Board and the Operations Team to complete their respective workloads?

- a. If yes, who led the scoping and resources accessed?
- b. What were the considerations and outcomes?
- c. When will the findings be shared?
- d. If no, when will this occur?

No. The representatives' right to revoke the Trustee Board's interpretation of a clause within the constitution is enshrined in the Constitution itself. Therefore, the possibility of such revocations need to be allowed for in the workloads of both governance and operations because it is part of the constitutional framework of our organisation. The importance of making good constitutionally based decisions cannot be subjected to workload constraints. It is fundamental to the operation of

a healthy organisation, and to allow concerns around workloads to stop the membership from providing a check on the Trustee Board's exercise of its powers would put the organisation at risk. We also note that the Constitution allows for up to 10 members of the Trustee Board - including co-option for specific tasks - if more support for workload is required at any given time.

Trustee Board Response:

Whilst the Board acknowledges members rights in the Constitution, any such revocations are generally 'unplanned' and as such, will have an impact on existing workstreams (primarily of the Trustee Board). This can be managed through re-prioritisation of existing work, and/or use of additional support mechanisms, both internal and external.

6. In the glossary the word revoke means to officially cancel, why is this resolution not a constitutional remit? How has Playcentre Aotearoa been impacted since 2019 by this clause?

Resolution 3 is a procedural motion that clarifies the correct process for representatives to exercise their already-existing power under clause 9.13 to revoke the Trustee Board's interpretation of the Constitution. This is not a remit under clause 11.6 because it does not relate to the policy or direction of the organisation. Nor is it a constitutional remit under clause 14.2 as it does not seek to change the content of the Constitution. Revocation of an **interpretation** under clause 9.13 is not the same as revocation of a clause of the Constitution in its entirety (which would require a constitutional remit).

We would add that the Trustee Board are not required to submit a remit in relation to the exercise of their own power to interpret the Constitution under clause 9.13. Once again, representatives are being asked to hold themselves to a higher standard than is expected of our Trustee Board. See pages 16-17 of the SGM Papers Booklet for examples of how 9.13 could be used.

Trustee Board Response:

Clause 9 relates to the Trustee Board. Clause 9.13 states that the Board's interpretation of the constitution can only be revoked at a General Meeting. Therefore Clause 10, which outlines the processes for General Meetings, must be followed, including consultation timelines.

7. If this resolution is agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations? What is the timeline for the plan/action/process?

It has immediate effect from the moment it is passed by both houses in partnership. Resolution 3 is a motion relating to the procedure of General Meetings and as such will only be relevant during General Meetings. It has no day-to-day impact on the operations of individual Playcentres or the Trustee Board's right to continue to interpret the Constitution in between General Meetings.

8. If this resolution is not agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations?

If resolution 3 does not pass, then the Trustee Board's status quo would remain. A separate General Meeting (following consultation with centres and rōpū) would have to be called any time any representative wishes to put forward a motion to question or challenge any Trustee Board

interpretation of a clause of the Constitution which arises at a General Meeting. This could mean that important substantive decisions cannot be made for a prolonged period while the interpretation issues are resolved (as happened at the 2021 AGM).

Resolution 7:

1. If all trustees are taken off the floor at AGM 2021, how/when would the training for those new trustees take place so they know what is expected.

We have had many discussions about what training is required for all Trustee Board members, including those currently sitting on the Board. This training would sit alongside the current systems and processes of induction and Trustee Board group building that we would expect to occur after endorsement. We would recommend the following training be provided by an external provider to all Board members:

- Institute of Directors governance training (with the possible exception of those who already have experience sitting across multiple boards);
- Health and Safety training to ensure the Board is adhering to the relevant legislation;
- Bi-cultural practices, specifically dealing with Tiriti o Waitangi
- Restorative Practices Training; and
- Employment Wellness Training to address the high staff turnover and overall employment dissatisfaction with the conduct of the Trustee Board and senior members of staff.

We acknowledge that training takes time - particularly in uncertain COVID-19 times. Therefore, it is worth noting that a number of nominees from Tāngata Tiriti and members from Te Whare Tikanga Māori who have shown an interest in serving on the Board already have extensive training in some of these areas. It would then be a case of identifying the most urgent need - particularly anything to do with Health and Safety and staff well-being - and ensuring that this was prioritised.

We would also recommend carrying out a regular external Audit of the Board to identify areas requiring further training for individual Board Members or the Board in its entirety. We also see no evidence of performance appraisals of Board members and would recommend a system of appraisal which would support Trustee Board members in identifying the areas where further training/upskilling is required. The appraisal cycle would begin soon after endorsement to identify and set performance objectives and would involve a number of check-in dates throughout the annual cycle (this would normally be done during existing meetings of Trustee Board).

Trustee Board Response

The current Board believe that our most important role is to be kaitiaki of the philosophy and core values of the organisation. We feel the most effective way to achieve that is for trustees to be passionate about the organisation and its philosophy. With regard to the training proposals above, whilst the Board do not disagree, we are concerned:

- by the potential costs of this proposal given we are working in a deficit budget. Bearing in mind that any increase in expenditure will result in a decrease in funds available to support whānau in centres.

- that the level of training required will dissuade some members from seeking the trustee role, jeopardising emergent leadership and the diversity of the Board.

It would be useful for Centres to see a budget for this training proposal to enable transparent decision-making and gain an awareness of what services would be reduced to implement this.

Would you expect a co-president to be chosen off the floor in 2021? How would this new co-president know what is expected of them as they would start the day after AGM?

This is a possibility. Normally these discussions would be held at *whare hui* as a matter of course. Given that the Trustee Board has decided not to hold *whare hui* in 2021 (despite the constitutional requirements of clause 7.3), there appears to be no other option than to hold these conversations at a General Meeting. Tāngata Tiriti house has not nominated a co-president for 2021, and therefore there is no option but to hold nomination discussions prior to endorsement. Te Whare Tikanga Māori has not held a valid *whare hui* since before the current co-president was endorsed to her first two-year term in 2019 - a term that is about to expire (noting that the 2020 Hui did not reach quorum and the 2021 Hui has been cancelled).

In regards to the Co-President/s knowing what is required, this information is readily available within the Constitution itself as well as the governance documents on the website. We would also note that a number of nominees within Tāngata Tiriti have extensive board knowledge and experience. In terms of more general governance knowledge, see Q1. immediately above.

Trustee Board Response:

With regards to the cancellation of 2021 *Whare Hui*, this is incorrect terminology. Ngā *whare Hui* has been deferred to April 2022 owing to the request for the SGM and reconvened AGM being held on the previously scheduled weekend of ngā *whare hui* in October 2021. The trustee board were hoping the SGM and AGM would be held *kanohi ki te kanohi* but because of the Covid pandemic this could not happen.

Hui ā-tau 2020 is considered a valid *hui*, though it is acknowledged that one region was not represented. This does not negate the discussions, time and energy that representatives put into the *mahi* achieved.

2. Do the authors of the resolution not care about the history of both *whare* and the processes created over the years by previous members?

He pai te tirohanga ki ngā mahara mō ngā rā pahemo engari ka puta te māramatanga i runga i te titiro whakamua

“It's fine to have recollections of the past, but wisdom comes from being able to prepare opportunities for the future.”

The authors acknowledge the significant *mahi* done within both *whare* over the years and the time and energy given by members - some of whom are authors of the paper - to set up house

processes. They care equally about ensuring the long-term viability of Playcentre, and any changes to processes are coming from a place of respect as well as concern.

The resolution seeks to respond to the changing environment and the significant changes that occurred to the organisation brought about by the amalgamation process. Playcentre has always reviewed its processes over time and it is important that we remain “flexible enough to acknowledge the diversity so long as the core values of Playcentre are not compromised”, as per Structural Analysis Report for Playcentre May 2005, p.3. We feel that resolution 7 is in keeping with this spirit.

Trustee Board Response:

The Board intend for further discussions to be held regarding whare processes at ngā whare hui in April 2022. Ngā whare hui will allow more time for these discussions kanohi ki te kanohi.

In your question & answer paper, you stated “We were concerned the Trustee Board might still not have chosen to include the resolutions in their proposed SGM, or that they might have changed the wording of the resolutions before presenting them, as has happened in the past.” We note they included the resolutions for their SGM, did they change any of the wording?

No, for these resolutions the TB have appropriately kept the wording the same as what was submitted by the authors.

4. In regards to resolution 7, TWTM have their succession plan which has been created over many years and can be used if a co-president or trustee need to step down. Why has Tāngata Tiriti not wanted something similar to sort out the issues. Is it not Tāngata Tiriti’s process to only have one nominee move up every year or 2 years? Would the process need to be amended and confirmed before making any other decisions?

The organisation is going through a period of significant change and as such, the skills required for the Board are changing rapidly. While a rigidly adhered-to succession plan may have worked pre-amalgamation, it is no longer an appropriate process for a Trustee Board responsible for tens of millions of dollars of taxpayer money annually and a complex workforce which comprises both hundreds of paid staff and even more volunteers. While a succession plan may be useful as a guide to indicate interest, applying a succession plan too rigidly risks creating a Board that does not serve the needs of the organisation at the time of appointment. A fluid process is required to ensure the requisite diversity of skills is achieved at all times. A rigid succession plan does not allow for any consideration of need, nor does it allow for the skills and attributes of the other house to be taken into account when considering nominees. Partnership requires “working together towards a common goal” - a rigid succession plan does not respect this objective.

Succession planning similar to the plan that TWTM have used prior to amalgamation is extremely rare in other kaupapa Māori organisations. The Kohanga Reo National Trust, tribal authorities, Māori health authorities, rūnanga, iwi and hapū trusts, marae committees and kura kaupapa Māori all use a nomination and endorsement process. The TWTM succession plan is not an effective strategy to ensure that there is a suitable, prepared replacement for any Board member leaving

mid-term. Those who have indicated interest have done so on the understanding that they will not be considered for the TB for several years; the most recent additions can expect to wait 6 to 8 years. According to the current rigid process, should a Board member(s) leave mid-term, the next person in line is expected to step on to the Board whether they are ready and prepared or not.

The current Tāngata Tiriti process only allows for expected vacancies. This has been identified as an issue that the paper seeks to address. This process is still in a draft working format and is due to be reviewed and finalised. Despite recognising the limitations of the current Tāngata Tiriti process, we still feel that a rigid succession plan for Tāngata Tiriti would not allow for the thoughtful appointment of Board members, and believe other options need to be considered.

Our current processes do not need to be amended and confirmed before making any other decisions. They can be temporarily adjusted to meet the current needs of the organisation, and the planned review and finalisation of the process can take place at a later date. The authors see Tāngata Tiriti Hui and Hui ā-Tau as the most appropriate places for discussions of any long-term changes.

Trustee Board Response:

The Board note that Clause 3.3 of the Constitution states Tāngata Whenua and Tāngata Tiriti work in partnership and shall be given the same rights, privileges and responsibilities. The Board find the authors comments disrespectful to the ethos of the organisation. With respect to Te Whare Tikanga Māori, any changes to the succession plan process will need to be discussed at Hui ā-Tau. The Tāngata Tiriti selection/election process is due for review at the next whare hui.

Playcentre is not a kaupapa Māori organisation. We are a whānau orientated, bicultural organisation, with our own philosophy and values. As outlined in clause 3.3 regarding equal partnership, and clause 7.5 regarding the ability of Te Whare Tikanga Māori developing their own rules and processes, it is the right of Te Whare Tikanga Māori to develop their own processes for selection of trustees with consideration of their mātāpono and wāriu.

This shows a disrespect and lack of insight into how processes are formed and normalised. Setting a precedent need to be done with due diligence and fair consideration. The Trustee Board is concerned about how Centres and Rōpū Māori will be appropriately consulted if nominations are taken from the floor.

6. Do the group who were part of this SGM drive feel they have gone about this respectively to the TB and to the centres/rōpū? Some centres have been feeling pressured by all the emails and receiving these emails late at night was not respectful, they also feel they are stuck in the middle of this group and the TB, if that what you wanted to happen? If the group could do anything over would they have done this all differently?

The rōpū-called SGM was held with the intention of allowing Te Whare Tikangi Māori - and by extension whānau Māori - the opportunity to discuss the motions put forth at the AGM, since the representatives of whānau Māori were denied the opportunity to engage in discussion at the time of the AGM by their own co-president and past Trustee Board members. Rōpū, along with centres

and the Trustee Board, are constitutionally empowered to call for an SGM to discuss specific business. In the authors' view, the correct procedure for calling an SGM was followed and several attempts were made to work collaboratively with the Trustee Board on the SGM as scheduled. The Trustee Board declined to acknowledge the SGM was valid, without giving any constitutionally based reasons for that view. The Kapa Mahi felt that not validating the voices of the calling rōpū was disrespectful to the intention of the Constitution, and not in keeping with the spirit of grassroots governance or Te Tiriti o Waitangi. We were also disappointed by the use of unclear and equivocal legal advice circulated at a late stage, with the consequence of undermining the mana of the calling rōpū.

The Kapa Mahi's primary motivation with all correspondence with centres and rōpū was to ensure that everyone had the information necessary to make an informed decision, thereby supporting grassroots governance. Careful consideration was given to the sending of correspondence as the Kapa Mahi - many of whom are current centre members - are well aware of the load that centres are already facing. The volume of correspondence occurred as a result of the Trustee Boards' refusal to acknowledge the validity of the SGM while also seeking to engage in substantive discussion about the proposed resolutions via email (rather than attending the meeting and engaging in the process in the usual way).

The authors acknowledge that one email relating to the 4 September SGM (providing the answers to written questions formally submitted by members in relation to the SGM resolutions) was sent by two kapa mahi members at about 11 pm on Friday 27 August. They did not realise that some members had been set up to receive immediate notification of centre emails and so would find it inconvenient for emails to be sent at that time. We are grateful for the feedback and will endeavour to ensure future correspondence to all centres occurs during business hours, Monday to Friday, 9 am to 5 pm. We will also be sure to discuss this feedback with the Trustee Board, as they have on occasion sent important correspondence to all centres outside business hours as well.

Aside from the above, there are two aspects that the kapa mahi wish they could have done differently:

1. To have sought independent legal advice regarding the validity of the SGM at the time that the Trustee Board first disputed this, rather than having to react on short notice to David McLay's unexpected advice, which the Trustee Board circulated less than a week prior to the meeting. We feel that this would likely have avoided the confusing events which occurred in the days prior to the SGM. However, we note that there were financial constraints in this regard because representatives and the calling rōpū, despite being acknowledged as governors under the constitution, do not have access to Playcentre Aotearoa resources to obtain legal advice;
2. To have developed the *Grassroots Governance* website earlier and directed interested members there rather than circulating information through correspondence/emails.

Trustee Board Response:

As previously communicated, 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. Several factors made this request invalid. However, the Trustees remained concerned for the wellbeing of the organisation and our members. We recognise the need for respectful discussions supported by the Principles of Āta. Having considered our scheduled whare hui (29-31 Oct) we wished to provide the opportunity for a SGM kanohi ki te kanohi during that weekend. Unfortunately due to the pandemic resurgence, a kanohi ki te kanohi meeting is not possible, and the upcoming meetings will be held electronically.

7. The group state “However, this may be offset by having Trustees with a broad range of skills and experience, requiring less external advice on legal and financial issues” How do you see this being true?

Some of the members who have already put themselves forward or have indicated that they will put themselves forward have extensive legal and financial experience. Having access to these skills within the board itself will enhance understanding and can enable external advice, when required, to be sought in a more focused and cost-effective way.

8. Looking at the matrix, does the author group think the matrix will hinder grassroots membership putting their name forward as a future trustee? This is not the Playcentre way.
Prior to amalgamation, the New Zealand Playcentre Federation Board did not have absolute control of all aspects of the organisation, and its financial responsibilities were significantly less onerous. Amalgamation changed everything. The organisation now requires a highly skilled team of people to handle the tens of millions of dollars of public money provided to the organisation annually and manage its complex and multifaceted components (staff, volunteers, health and safety, the adult education programme, property portfolio, etc).

The skills matrix has been put together as a tool to help make sure we have a good balance of skills on the board across both houses and to encourage dialogue between the houses to ensure we endorse a Board that best meets the needs of the organisation as a whole. It is a guide, not a prescriptive formula. Similar matrices are used by organisations of all kinds across the country, and recommended by the Institute of Directors. We note that moving forward a ratified matrix could be co-constructed by both houses to incorporate the 'Principles and Values of each House' as well as what is integral to the organisation. The matrix included in resolution 7 is intended only as a guide to the skills that the authors believe are needed for an organisation of this size and complexity. Of course not every trustee is expected to have every skill listed. Any individual candidate will have their own strengths and weaknesses. The matrix is more about ensuring a good balance of skills exists across the board as a whole.

To be clear, resolution 7 does not propose the introduction of external professional trustees. The current constitution requires all Board representatives to have “Playcentre experience” and this must be honoured. Whether this is in fact the best way forward for the organisation post-amalgamation (or whether having a mix of Playcentre experience and external professionals on the

board is now desirable) would need to be considered as part of a Constitutional Review and is outside the scope of resolution 7.

We believe that the skills identified in the matrix already exist within Playcentre's wide and diverse membership, and there is always scope to either upskill elected trustees as necessary or for the board to co-opt members to help plug any "gaps" in skill on the board at any given time. Therefore, we do not consider that utilising a skills matrix as a tool when considering the make-up of the Board dilutes the concept of grassroots governance. However, it is simply the reality of governing an organisation of this size and complexity that not every Playcentre member is going to be well suited to serving on the Trustee Board.

9. Resolution 7, Appendix 2: The attributes outlined seems to be for those that are applying to be the CE in operations. Are you indicating we will be removing core Playcentre skilled whānau from participating in this role? As the matrix description looks unattainable as a trustee. Is this your plan to remove grass roots memberships?

The skills and attributes listed in the matrix are those expected on Boards of a similar size and scope to Playcentre, with the addition of some uniquely Playcentre components. These skills and attributes are designed to complement and work alongside corresponding skills in operations, thereby ensuring that our Trustee Board is able to provide appropriate and achievable direction to our operations team (as is required under clause 9.4.2). The Trustee Board is required to set the strategic direction of the organisation in the short, medium and long term. This requires a high level of skill and knowledge, as well as the ability to analyse and use data effectively to draw important conclusions and make quality expenditure and budgetary choices. As mentioned above, the Trustee Board is responsible for tens of millions of dollars of public money provided to the organisation annually and managing its complex and multifaceted components (staff, volunteers, health and safety, the adult education programme, property portfolio, etc). It is of course essential that the Trustee Board clearly understand what is governance and what is operations, and remain focused on the big picture, rather than day-to-day operational functioning of the organisation, which falls under the CE umbrella.

A skills matrix is designed to consider the skills across the board. Its purpose is to balance skills, knowledge and experience, as well as passion for and knowledge of Playcentre over the entirety of the Board. As stated in the answer to the previous question, the constitutional requirement that board members have "Playcentre experience" would not be removed by resolution 7. Looking at the candidates who have put themselves forward or are considering putting themselves forward (all of whom have Playcentre experience), it is clear that we have a plethora of talent within our organisation, and that, together with an enlarged Board, we would be able to fulfill most of the skills and attributes listed on the matrix. There will be - as there is with every Board - areas of weakness. Once these areas of need are identified, they can be overcome through training or co-option.

A skills matrix also provides centre members interested in a position on the Board with some guidelines as to areas of personal/professional growth and development. It is hoped that the Emerging Leaders Group - or something similar - will continue to be available in the future, and this

could identify upcoming areas of need within the Board and help to prepare potential candidates with some of the knowledge and skills needed to serve on the Board.

Moving forward, we also see the use of kapa mahi, made up of centre members and whānau Māori as well as past associate and national life members, as an important way to both ensure that the work of the Trustee Board is well supported, and that the perspectives of centres and whānau Māori are considered. This would also help to prepare those interested in governance in the skills required for undertaking the mahi of the Board. This would help to enrich grassroots governance at the national level and support emergent leadership.

One of the primary objectives of the Kapa Mahi is to protect, enhance and ideally grow grassroots governance at a local, regional and national level. Currently, we feel far more could be done within our organisation to support centres and rōpū to engage in grassroots governance. Having a more skilled board does not reduce the need for centre and rōpū voices to be heard. It is hoped that a more skilled (and enlarged) Board will have greater capacity to engage centres and rōpū in the important decisions impacting our organisation by putting together more effective systems for consultation and engagement. It is also hoped that a more skilled board will set better operational direction regarding key objectives rather than taking on operational tasks, thereby providing greater service to centres and giving centre members more time and energy for the important work of grassroots governance.

Trustee Board Response:

Placing too much emphasis on the matrix dissuades some members from seeking the trustee role, jeopardising emergent leadership and the diversity of the Board. Whilst professional development is always complementary to experience, in Playcentre it is considered part of life-long learning. This can happen during a trusteeship as well as before.

10. Do you think governance has a say in operations? If yes, why do you think that? Don't you think that Playcentre members have enough to deal with right now?

While governance should not interfere in the day-to-day mahi of operations, it does have a role in operations at a high level, such as leading the development of the strategic direction and operational strategies of the organisation (cl 9.4.2) and maintaining oversight of the operations (cl 9.4.4). Through these functions, governance guides the work of operations to ensure that operations are supporting centres appropriately.

A purpose of amalgamation was to reduce the administrative load on centres to free members up for greater involvement in big-picture thinking and governance. To date that has not happened, as restructures and high staff turnover within the organisation have, if anything, resulted in the amount of day-to-day operational work for the centre member increasing compared with pre-amalgamation. The authors would like to see a concerted effort in the coming year to resolve staff issues, with a view to improving the day-to-day centre operations for members.

Trustee Board Response:

The Board recognises that the last year and half have been especially challenging for the organisation. We acknowledge the attrition rate has been higher than desirable and have been taking steps with management to improve this. A big factor in this has been our operational restructure which started at the end of 2019 and was significantly impacted by the pandemic and multiple subsequent flow on issues. The amalgamation of 31 very separate and different associations and a national office into one entity of Playcentre Aotearoa has been, and continues to be, a very complex and slow journey. With the impending start of our new CE, David Moger, the Trustee Board will continue to work with the operations team on organisational culture.

11. Do you feel you are being respectful towards those who have fought tirelessly to get our whare (TWTM) to where it is today? Speaking of trustee board past and present.

Respect is acknowledging the mahi of those that have come before while also recognising when processes need to change as our organisation develops. Building on the past while remaining fluid is the way in which we move forward and thrive - in the same way centres change and grow over time as the needs of the membership change. Each new group of whānau Māori and rōpū representatives, and new TWTM trustees, continues to build upon the work of past representatives and trustees. This does not mean that things stay the same.

Playcentre will always need to change and progress to ensure we continue to meet the needs of our current and future whānau. A grassroots governance structure must always be connected and responsive to its membership, in particular whānau Māori as treaty partners in the Two House model. It must seek to engage with the concerns and needs of whānau Māori as well as centres and make changes to respect the voices of the membership. This is the benchmark of good governance and more importantly, grassroots governance. A clear articulation of what has come before ensures that the important lessons and mahi from the past remain part of the narrative while moving forward. Incorporation of the voices of whānau Māori and centre members is essential to the high trust model under which we govern.

The impetus for change here is coming from current members of centres and from whānau Māori we are respecting the voices within our centres and from our whānau Māori. We are responding from within and seeking to make changes that will better honour and respect the needs of our current members while still ka mua, ka muri (walking backwards into the future). We have always been ready to evolve as necessary within our organisation and we hope that respect for the importance of fluidity remains in the future while still acknowledging the work and the people of the past.

We are heartened by the courageous conversations that have already started in TWTM and look forward to working through the tough conversations ahead while upholding the mana of all parties.

Trustee Board Response:

To uphold the mana of all the Te Whare Tikanga Māori trustees will be taking any discussion of the succession plan to appropriate forum, being Hui ā-Tau. To be discussed within the space that it was developed. It's about whakapapa, the history of the discussions, decisions and processes.

*Inā kei te mōhio koe ko wai koe, I anga mai koe i hea, kei te mōhio koe kei te anga atu know ki hea.
If you know who you are and where you are from then you will know where you are going*

12. Have employee's been talking to the kapa mahi group about the operations in Playcentre?

As we understand it, employees of Playcentre Aotearoa have numerous conversations with numerous people (including members of the kapa mahi group) about the day-to-day operations of Playcentre Aotearoa. This is perfectly appropriate and it is unclear what the purpose of the question is.

If the question is more targeted (which we suspect it is), and the author of the question is enquiring whether Playcentre Aotearoa employees have shared their concerns about governance of the organisation with the kapa mahi (including a failure to provide a healthy and safe workplace for them), then we refer the author of the question and all readers of this document to the letter posted on our Grassroots Governance website at <https://sites.google.com/view/grassrootsgovernance/home>. This letter was sent to centres directly on Monday 18th October 2021.

Trustee Board Response:

The Trustee Board wish to make members aware that the 'grass roots governance' website is not an official Playcentre website, and are not responsible for the accuracy of the information contained therein.

13. Does the kapa mahi group want to remove the TWTM succession plan?

The authors respect and acknowledge the valuable mahi of those that have come before. We seek to build on the past while remaining fluid and agile so that we can move forward as an organisation, thereby ensuring Playcentre will be around for future tamariki and whānau Māori. This is an opportunity to promote a discussion within TWTM about the purpose of the succession plan and how it is to be used going forward. We believe that it is essential for a healthy partnership that each house is empowered to consider the circumstances and needs of the organisation at the time of nomination, and then debate and decide which of the available candidates will best suit those needs (rather than feeling constrained to rigidly follow a plan put in place some years prior).

The kapa mahi do not make the decision around the succession plan, and nor do the Trustee Board. The representatives of whānau Māori have the right to decide for themselves what they need at this time for the organisation - this is the essence of tino rangatiratanga. Resolution 7 seeks to give decision-making around determining who represents them on the Board back to current whānau Māori.

Trustee Board Response:

To uphold the mana of all the Te Whare Tikanga Māori trustees will be taking any discussion of the succession plan to appropriate forum, being Hui ā-Tau. To be discussed within the space that it was developed. It's about whakapapa, the history of the discussions, decisions and processes.

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14. Taking members off the floor. How do centre members and roopū get a say in who is going to be in the trustee board if you are voting for them at AGM?

As the TB have indicated that there are two days set aside for the AGM, we see the second date (27th November) as where endorsement of new TB nominations would occur. This would allow time after a decision is made on resolution 7 for the necessary consultation with centres and rōpū and their regional representatives as well as allowing for members to question the nominees in Q&A sessions. There is also discussion between the kapa mahi and the Trustee Board around holding a number of mini online hui which would allow for greater opportunities for centres and rōpū to feed back and engage in the consultation process.

The authors believe that holding hui with open days for centres and rōpū is vital as members can make more informed governance decisions through face-to-face dialogue with nominees (even if online) rather than just reading a bio in a booklet. It also allows for questions which helps determine the right mix of people across the Board.

Trustee Board Response:

Whilst the Trustee Board are considering the possibilities for holding whare discussions between the SGM and reconvened AGM, the Board remain concerned about the overall health and wellbeing of our centres and members. We're aware that, at this time, we have centres in lockdown, the ramifications of the new vaccine mandate are being processed, we are in Centre AGM season, and our rural centres are in the midst of birthing season. The fourth term is a really busy term in all aspects of life and the Board don't want to overwhelm members more than they already are.

15. According to the succession plan of TWTM and Tāngata Tiriti selection/election process on the website, both houses do have people waiting in the wings to step up to the board, As mentioned above, the needs of the organisation have changed significantly since the amalgamation. As a result, it is important to have a wider range of nominees to consider when making decisions around appointments to the Board. This will ensure that the necessary skills and attributes are present on the Board. It also ensures that the voices of current centre members and whānau Māori are taken into consideration when determining the makeup of the Board that will ensure Playcentre meets the needs of tamariki of today and tomorrow. This does not preclude those that are on the succession plan or on the emerging leadership team to put their names forward if they feel they are ready to step up to the Board and carry the voices of centres and whānau Māori.

Trustee Board Response:

To uphold the mana of all the Te Whare Tikanga Māori trustees will be taking any discussion of the succession plan to appropriate forum, being Hui ā-Tau. To be discussed within the space that it was developed. It's about whakapapa, the history of the discussions, decisions and processes.

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If you know who you are and where you are from then you will know where you are going*

16. This resolution seems very underhanded and is a backdoor approach. Trampling on the mana of those already there and those in waiting! Definitely not the Playcentre way! Why is there a need for this paper/resolution at all if there are already people there?

Resolution 7 comes out of necessity after the constitutionally required annual hui was cancelled by the Trustee Board following the passing of resolution 6 at the 4 September SGM. If the hui had not been cancelled then the houses could have discussed nominations there in the usual way.

The reasons for proposing additional and/or alternative nominees include:

- a. some members have significant concerns about the current governance culture and workload,
- b. the authors are aware that there is a real risk that some or all the Trustees nominated for endorsement will not be endorsed by consensus and in that event alternatives will need to be found to fulfil vacancies,
- c. Even if all current nominees are endorsed, there will not be equal representation on the Board - currently there are three nominated Te Whare Tikanga Maori representatives, two nominated Tāngata Tiriti representatives and one member co-opted by the Board under clause 9.8 of the Constitution who would sit across both houses and be a non-voting member.
- d. the needs of the organisation have changed significantly since the TWTM succession plan was last considered at a hui with quorum (prior to the 2019 AGM) and therefore a more robust discussion around who should serve the next two year term is vital. Given that the TWTM succession plan table recently published (after this resolution was submitted) is a draft put together by the Trustee Board and has not been agreed to at Hui ā-tau nor consulted on by whānau Māori, in order to respect the voices of whānau Māori a more robust discussion is needed to determine who is the best fit to move onto the Board to meet the current needs of the organisation.
- e. At least for Tāngata Tiriti, it was never expected that membership of the Emergent Leadership Team guaranteed a place on the Board. It was intended to help prepare members for various leadership positions, including potentially putting themselves forward the Board at a later date.

Trustee Board Response:

With regards to the cancellation of 2021 Whare Hui, this is incorrect terminology. Ngā whare Hui has been deferred to April 2022 owing to the request for the SGM and reconvened AGM being held on the previously scheduled weekend of ngā whare hui in October 2021. The trustee board were hoping the SGM and AGM would be held kano ki te kano but because of the Covid pandemic this could not happen.

In response to the draft Te Whare Tikanga Māori succession plan on the website, this document was prepared in preparation for discussion, decision and approval at Hui ā-Tau (as per the whare process) which had been scheduled for October 2021 (these discussions will now occur at Hui ā-Tau in April 2022). This draft document has been released following a request by members.

17. TWTM have a succession plan why are we being asked to disregard this?

We respect and acknowledge the valuable mahi of those that have come before. We seek to build on the past while remaining fluid so that we can move forward as an organisation, thereby ensuring Playcentre will be around for future Tamariki.

This is an opportunity for TWTM to reflect about the purpose of the succession plan, how effective and agile it is, and whether this method serves our whare and tamariki Māori well. Succession planning similar to the plan that TWTM put in place prior to amalgamation is extremely rare in other kaupapa Māori organisations. The Kohanga Reo National Trust, tribal authorities, Māori health authorities, rūnanga, iwi and hapū trusts, marae committees and kura kaupapa Māori *all use a nomination and endorsement process*. The most recent plan published on 10 Oct, was written by the Trustee Board and has not yet had consultation with rōpū Māori. Hui ā-tau minutes indicate that those that indicated interest in 2020 did so at a hui that did not meet quorum.

We believe that it is essential for a healthy partnership that each house is empowered to consider the circumstances and needs of the organisation at the time of nomination, and then debate and decide which of the available candidates will best suit those needs (rather than feeling constrained to rigidly follow a plan put in place some years prior). Discussions with past TWTM members indicate that rigidly following the succession plan is a new tikanga. While there was agreement as to who went onto the succession plan, who went from there onto the Trustee Board was more about who was the best fit at the time, not who was next in line.

Trustee Board Response:

The whare process operate under ngā mātāpono me ngā wāriu (Constitutional Clause 7.2). Interest in joining the succession plan can be indicated at any time. As noted in our response to question 16, the draft succession plan will be presented for decision-making at the deferred Hui ā-Tau in April 2022.

18. Tāngata Tiriti have their emerging group nominations, what happens to these people? Are we being asked to disregard them?

We acknowledge the value of the Emergent Leadership Group and the commitment of the members of this group to Playcentre Aotearoa. Those that are in the emerging group are not at all precluded from the nomination process. If they feel they are ready to step up to the Trustee Board they will be welcomed as potential candidates for selection.

Again, the Emergent Leadership Team is not a succession plan but a way to support and foster emergent leadership within the wider organisation. We believe that it is essential for a healthy partnership that each house is empowered to consider the circumstances and needs of the organisation at the time of nomination, and then debate and decide which of the available candidates for the Trustee Board will best suit those needs (rather than feeling constrained to rigidly follow a plan put in place some years prior).

Trustee Board Response:

We agree with your comments. However the emergent leadership group also allows centres and the organisation to identify those that are coming through as potential trustees.

19. Playcentre Aotearoa is already in a deficit, what is the cost of 2 more trustees at the table? Firstly, without up-to-date financials it is difficult to determine whether or not we are in surplus, balanced, or in deficit for the most recent financial year (ended 31 August 2021). Secondly, the Constitution allows for up to 10 trustee board members and this cost should be factored into the budget as a matter of good governance practice. 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. We also acknowledge that additional funds will need to be allocated to prepare future trustee board members with adequate training, but this needs to happen regardless of whether the size of the board is expanded or not. We note that the expansion of the board would allow for greater board focus and capacity, particularly in the area of Kanorau (financial diversity) in the Strategic Plan. This could potentially result in additional sources of funding being secured for the organisation and result in the value of the mahi of additional trustees more than offsetting the extra cost of the wider board.

Trustee Board Response:

Please see the Trustee Board’s response to this in the SGM booklet.

20. If people wishing to be on the board are passionate about Playcentre and adhere to the Playcentre philosophy then any other skills are just the added bonus surely.
Prior to amalgamation, the New Zealand Playcentre Federation Board did not have absolute control of all aspects of the organisation and its financial responsibilities were significantly less onerous. Amalgamation changed everything. The organisation now requires a highly skilled team of people to handle the millions of dollars of public money provided to the organisation annually, and manage its complex and multifaceted components (staff, volunteers, health and safety obligations, the adult education programme, property portfolio, etc). Prior to amalgamation the levy to NZPF from centres/Association was approximately 3.5% of bulk funding. Regional associations also levied centres between 35-50% for operational costs for which the associations (not NZPF) took primary responsibility. Post amalgamation, Associations no longer exist and centres now pay 50% of bulk funding to Playcentre Aotearoa to deliver operations and all other functions of Playcentre Aotearoa.

While there will always be a place for passionate Playcentre people on the Board with a strong understanding of philosophy, we need to ensure that passion for Playcentre is balanced with the necessary governance and technical skills to run the organisation effectively and ensure it remains

viable for future generations. We would also note that many Playcentre parents are highly skilled individuals and we should be celebrating and utilising their skills in order to safeguard the organisation.

21. The pre-requisites we see is that they must have been an active member of a Playcentre/s. So essentially they were on session during their time at centre and they held a role/s within that centre/s. And have been to at least 1 whare hui SINCE amalgamation. Ideally a hui-a-tau in their respective houses. Why is there a directive about trustees having the “right” skills?
The constitution (clause 9.4) sets out the extensive obligations of the trustee board, which include (but are not limited to) oversight of Playcentre operations, oversight of Playcentre’s NZQA-recognised adult education programme, performing the fiduciary and legal responsibilities of governance, managing risk, and safeguarding Playcentre assets and resources. With the greatest of respect to our diverse and wonderful membership, each and every one of whom bring so much to their centres and the wider playcentre movement on the ground, meeting the prerequisites listed in your question would by itself be insufficient to enable a person to effectively carry out the responsibilities of a trustee board member. There is considerable legal and financial risk to both the organisation and the trustees personally if they do not properly carry out their functions. Putting in place a board that does not have the required skills and attributes to succeed and thrive would be both unkind to the people concerned and an irresponsible exercise of our role as governors of the organisation.

We note that in saying this we are not implying that the current trustees, nominees for endorsement or those on the TWTM succession plan do not have valuable skills. What we are saying is that there needs to be more robust discussion amongst representatives on this topic so that centres and rōpū as governors can ensure that the skillset of the board best meets the needs of the organisation at the time.

22. If we are wanting people with the “right” skills, will we actually have many candidates? Tāngata Tiriti has many pending nominees who may be willing to come onto the Board now if necessary. The authors cannot speak to the wider availability of candidates in Te Whare Tikanga Māori because a valid house hui has not been held since 2019, prior to the endorsement of the current co-president and trustee board members (noting that the 2020 hui did not have quorum and the 2021 hui has been cancelled).

A reading of the Tāngata Tiriti nominations available on the Playcentre website shows that there are a wide range of skills available and it is up to the membership to decide which of these skills and attributes are most needed at this time in the organisation. The authors are aware that some members who are already nominees for AGM 2022 or have indicated a willingness to put themselves forward for the Board have skills and experience including policy, legal, financial, extensive governance experience across multiple boards, experience with Playcentre operations, extensive knowledge of the wider education sector, and previous NZPF board experience. To imply that skills may be lacking in our membership doesn’t do justice to the calibre of people who are and have been a part of what is an amazing institution made up of inspirational and outstanding wahine (largely, not to overlook our small but equally wonderful male membership).

The ability to nominate from the floor would further help to ensure that a good balance of skills and attributes were achieved across the board from both houses.

Trustee Board Response:

Hui ā-tau 2020 is considered a valid hui, though it is acknowledged that one region was not represented. This does not negate the discussions, time and energy that representatives put into the mahi achieved.

The Board agree with the question, as placing too much emphasis on the matrix dissuades some members from seeking the trustee role, jeopardising emergent leadership and the diversity of the Board. Whilst professional development is always complementary to experience, in Playcentre it is considered part of life-long learning. This can happen during a trusteeship as well as before.

23. The tick boxes for nominees is terrible and very judgmental. Who decides what boxes to tick? How will they know? Just like our constitution people's attributes, conversations and even their blurbs can be interpreted different ways. How is this seen as a fair and just way? How can one be judged via zoom?

The intention of the matrix is discussed above - see particularly question 8. Many members would say that the words "terrible" and "judgemental" could accurately be used to describe some of the discussions which have taken place around trustee board nominations in the past. The authors see the introduction of a non-binding skills matrix as a way to minimise the risk of these unpleasant situations occurring in the future, as it will focus representatives on the skills and attributes of the candidates and what they will bring to the organisation (rather than on personalities and politics).

Amalgamation has significantly changed and expanded the responsibilities of the trustee board, particularly in relation to legal and financial matters. A board with a diverse range of skills is essential for ensuring these added responsibilities are met. While there will always be a place for passionate Playcentre members with strong institutional knowledge, passion must be balanced with the governance and technical skills required of a board responsible for millions of dollars of public money and a large, complex organisation including a paid and volunteer workforce.

There are a number of ways the matrix could be used (if at all) and this is up to the individual houses. We would propose that each candidate indicates their skills/attributes on the matrix (preferably in advance) and the representatives then have an opportunity at the meeting to ask for any further information or examples as required. Once the Board is formed, any gaps in skills or technical knowledge could be addressed either through co-opting of non-voting members or through upskilling of all or some of the Board.

Trustee Board Response:

Selection of trustees is a whare process, and as such, the use (or not) of any skills matrix will be determined by the whare. Placing too much emphasis on the matrix dissuades some members from seeking the trustee role, jeopardising emergent leadership and the diversity of the Board.

Whilst professional development is always complementary to experience, in Playcentre it is considered part of life-long learning. This can happen during a trusteeship as well as before.

24. How will a secret ballot be done on a zoom meeting?

A form - such as a Microsoft Document Form or a Survey Monkey - could be sent to all representatives via chat and this could be completed anonymously and collated by a minimum of two election officers that have been selected. This would be done while representatives are in a breakout room, free from any observers or invited guests. Each representative will be assigned a unique code that would be entered on the form, this would be used for counting purposes only. The election officers would need to be people neutral in regards to governance with no connection to either the representatives, the Trustee Board or anyone involved in the decision-making process of the meeting. The use of a meeting administrator, staff member or life member would be adequate for this role so long as the representatives were in agreement. The number of votes would need to be correlated to the number of participants in the meeting, using the unique representative code to identify any irregularities in the voting. Any "stand asides" would also have to be taken into account. An agreed threshold for a majority vote would need to be decided by the representatives of the meeting prior to the commencement of the process. We would also need to determine which voting system will be used, how votes will be allocated and how many votes per region in the event of vacant seats.

The other alternative process is to use a website set up with a login that records the voting and prevents the possibility of fraudulent votes. This is the system currently being used by Councils to carry out elections during the uncertain pandemic times. If the Trustee Board is interested in this system, the Kapa Mahi can provide more detailed information about how it could work.

Trustee Board Response:

Voting by secret ballot is an option presented in the SGM booklet, but is not currently part of an agreed process. There is the possibility that this can occur via the Zoom platform.

25. Has the impact of Te Tiriti o Waitangi Audit of the New Zealand Playcentre Federation 1999 recommendations and the Structural Analysis Report for Playcentres 2005 been considered?

Specifically, from the Structural Analysis Report for Playcentres 2005

Leadership continuity ... and Emerging Leadership ...

Learning organisation ... and Informed decision-making, impact of the ability to exercise national leadership ...

Issues around balance between consultative style and pro-active leadership ...

Adults to grow into ... Discussion paper process ... Knowledge base lost Emergent Leadership and Lack of trust, especially with money

And the Priorities for Action: Treaty Audit, Implementation of Māoritanga, Emerging Leader, Institutional knowledge, Treaty Relationship and Prepared to change.

- a. If yes, what were the considerations and outcomes?
- b. If no, when will this occur?

Yes, the Te Tiriti o Waitangi Audit of the NZPF (1999), Structural Analysis Report for Playcentre

(2005), Report to the NZPF from the Working Party on cultural issues (rōpū Hanga Tikanga) (1990), Two House Model procedures (2012, edited 2020), ART Report (2015) and Kaupapa Ture/Playcentre Aotearoa were used.

The most important “takeaway” from these documents is that there is **not a recommendation to use a succession plan** as the way to determine who to put forward to the Board. It does however support the setting up of a Two House Model to ensure partnership and bicultural practices within the organisation. Our proposal adheres to the framework of biculturalism and treaty partnership.

We would note however that expecting centres or rōpū to consider all historical documents when writing papers risks stymying grassroots governance, and prevents the organisation from being enriched by the voices “from the sandpit”.

Trustee Board Response:

Inā kei te mōhio koe ko wai koe, I anga mai koe i hea, kei te mōhio koe kei te anga atu know ki hea. If you know who you are and where you are from then you will know where you are going.

The Board are always willing to partner grassroots governance in writing papers, and are able to provide this historical lens and additional information where required.

26. Have the following constitution clauses been considered:

3.4.1. *organise its affairs within the cultural tikanga/protocols of Tāngata Whenua and Tāngata Tiriti;*

3.4.5. *foster equitable collaboration between Tāngata Whenua and Tāngata Tiriti.*

As 3.4.1. has not occurred or it seems a small group of that, than that of each House

As 3.4.5 is lacking if there are 5 Tāngata Tiriti and 2 Tāngata Whenua authors

- a. If yes, what were the considerations and outcomes?
- b. If no, when will this occur?

We are unsure if this is a question/comment about the co-authoring of the resolutions or the resolutions themselves, however, we will provide a response with the best of intentions.

3.4. Principles of partnership and bicultural development require Playcentre Aotearoa to:

- 3.4.1. organise its affairs within the cultural tikanga/protocols of Tangata 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 Tangata Whenua and Tāngata Tiriti.

If the comment is regarding the co-authoring process, the Tāngata Whenua authors and Tāngata Tiriti authors upheld 3.4 in its entirety. 3.4.1 refers to cultural tikanga/protocols of the two Treaty partners *not* the two whare in the Two House model i.e. Tāngata Whenua rather than Te Whare Tikanga Māori, and confirm that both Treaty partners adhered to our own tikanga/protocols recognising, valuing and sharing knowledge, wisdom and experience in order to promote inclusive practices during the writing of the resolutions.

In response to the comment regarding five Tāngata Tiriti authors and two TW authors, we believe there is misunderstanding of the word “equitable” or equity. We caution anyone confusing *equal numbers* with equitable or proportional representation.

If the comment is regarding the resolution 7, the resolution empowers TWTM to enact 3.4.1 by having rangatiratanga over our own tikanga and kawa - we are able to choose best practice (tikanga) to ensure the stability of our whare. Res 7 is a practical way for TWTM to achieve 3.4.2., 3.4.3., 3.4.4., especially within our own whare - mā te whare, mō te whare. As stated in other answers, a succession plan is not considered best practice by other kaupapa Māori organisations; for example the Kohanga Reo National Trust.

Trustee Board Response:

Within the context of the Playcentre Aotearoa constitution please refer to clause 7.1 for the term Tāngata Whenua. The two-house model is a tool for decision-making, they are not guidelines to delineate who belongs where. Ngā whare is Playcentre's bicultural partnership.

27. Does this change mean the several years of work of representatives from both Houses becomes null and void?
- No, this is simply building on the initial work of the past few years to create new governance processes for the post-amalgamation environment. It is done with an acknowledgment of the valuable mahi of the past, while looking forward to ensure Playcentre remains viable into the future. In the same way that we build on what has gone before, develop and change things at our own Centres to reflect the needs and wants of our current memberships.
28. If null and void is indicated, how does this value the two houses Principles and Values?
- As mentioned above, no change in Playcentre occurs without reference to the wonderful mahi that has gone before. It always builds on it, while recognising that we are all life long learners and need to remain fluid to respond to changing situations or new understandings of best practice. In completing the paper, the authors did consider the Principles and Values of each house but believed the consideration of the Principles and Values to be most appropriately measured by each house in discussion at the meeting prior to making a decision. These Principles and Values can be found in the Playcentre Aotearoa's Guiding Principles Policy (found on the website under Operations Policies and Procedures). The intention of these papers was to foster a discussion rather than presenting a decision as a fait accompli, thereby allowing room for negotiation at the General Meeting between the two houses.
29. Recommendation 1 [of Resolution 7]:
- a. If this resolution is agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations? What is the timeline for the plan/action/process?
Each house will need to seek at least four nominees from centres and rōpū who are prepared to go onto the TB in accordance with their agreed house's processes. There are no actions required from Operations.
 - b. If this resolution is not agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations?
Status quo will remain. Only three nominees per house are needed for endorsement.

30. Recommendation 2 [of Resolution 7]:

- a. If this resolution is agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations? What is the timeline for the plan/action/process?
Each house will need to seek at least four nominees from centres and rōpū who are prepared to go onto the TB in accordance with their agreed house's processes. The chosen nominees will be put forward for endorsement. There are no actions required from Operations.
- b. If this resolution is not agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations?
Status quo will remain. Only three nominees per house are needed for endorsement.

31. Recommendation 3 [of Resolution 7]:

- a. Can this recommendation be here if each whare has their own processes? Is this a constitutional remit to remove Clause 7 and Clause 8?
Yes, because each house can choose to change their processes. No, it is not a constitutional remit, and it does not seek to permanently alter, or remove, clauses 7 and 8.
- b. If this resolution is agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations? What is the timeline for the plan/action/process?
Each house will need to seek at least three nominees from centres and rōpū who are prepared to go onto the TB in accordance with their agreed house's processes. The chosen nominees will be put forward for endorsement. There are no actions required from Operations.
- c. If this resolution is not agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations? Status quo remains.

32. Recommendation 4 [of Resolution 7]:

- a. If this resolution is agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations? What is the timeline for the plan/action/process?
A robust, and respectful discussion will be facilitated in each whare to decide on their preferred method of selecting their nominees, and endorsing the chosen nominees.
- b. If this resolution is not agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations?
Status quo remains. Each whare will use consensus to determine whether to endorse the previously nominated candidates. This will lead to a longer meeting, and risks non endorsement if consensus is not reached.

33. Recommendation 5 [of Resolution 7]:

- a. If this resolution is agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations? What is the timeline for the plan/action/process?
Tiso Ross will not be co-opted onto the TB. Tāngata Tiriti will need to put forward at least one more nominee for endorsement. Tiso Ross is eligible to be considered as a nominee for Tāngata Tiriti as she can stand for a second term.

- b. If this resolution is not agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations?

The Trustee Board will have equal representation from the two houses. If any decisions require voting within the Trustee Board, Tāngata Tiriti house will have less votes as co-opted members are unable to vote. This situation would breach the Constitution (cl 9.1)

Trustee Board Response:

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.

34. Recommendation 6 [of Resolution 7]:

- a. If this resolution is agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations? What is the timeline for the plan/action/process?

Amendments will need to be made to the budget by the CFO to accommodate extra Trustee Board members. These changes would amount to less than 0.3% of the total budget.

Trustee Board Response:

The Board note that these estimates do not include meeting and travel, or professional development costs. Inclusion of these costs would significantly increase the governance budget, which will then have an impact on levies and/or service to centres.

- b. If this resolution is not agreed to, what is the plan/action/process for Centre's, rōpū, Trustee Board, Operations?

Status quo remains. There is no need to adjust the budget.

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

- 1. Has the impact of Te Tiriti o Waitangi Audit of the New Zealand Playcentre Federation 1999 recommendations and the Structural Analysis Report for Playcentres 2005 been considered?

- a. If yes, what were the considerations and outcomes?
- b. If no, when will this occur?

Yes. The suggested *possible process* for nomination, selection and endorsement does not counteract any of the recommendations of the Te Tiriti o Waitangi Audit that was completed in 1999. The Structural Analysis Report 2005 was superseded and built on by the ART Report and the subsequent amalgamation. Once again, we feel that this question seeks to hold the membership to a higher standard than we expect of the Trustee Board.

We would also request that all relevant documentation from pre-amalgamation be made available on the website - such as the ART report mentioned above.

Trustee Board Response:

The Action Research Team (ART) report is a progressive report which built on the foundations of the Treaty Audit report, and the Structural Analysis report. The ART report did not supersede any other report.

The Trustee board will endeavour to update the amalgamation information onto the website in due course.

2. Have the following constitution clauses been considered:

3.4.1. *organise its affairs within the cultural tikanga/protocols of Tāngata Whenua and Tāngata Tiriti;*

3.4.5. *foster equitable collaboration between Tāngata Whenua and Tāngata Tiriti.*

As 3.4.1. has not occurred or it seems a small group of that, than that of each House

- a. If yes, what were the considerations and outcomes?
- b. If no, when will this occur?

Appendix 5 is supporting information to the paper and as it says is a *possible process*.