



T/25/01

MINUTES

ORDINARY MEETING OF TRUSTEES

Date: Tuesday, 25 February 2025
Time: 2.30pm
Place: DV Bryant Trust Boardroom, 131 Alexandra Street, Hamilton

PRESENT: Trustees Afeaki (Chair), Chew, Harvey, Johnston, Silverton, Strange & West

IN ATTENDANCE: Chief Executive Officer, Grants Manager, Finance Administrator, Grants Advisor & Trust Administrator

CONFLICT OF INTEREST DECLARATIONS: Nil

KARAKIA TIMATANGA: All

AGENDA ITEM

Trustee Afeaki welcomed everyone to the first Trust meeting of 2025 and noted the apology from Hamilton City Council Chief Executive, Lance Vervoort, who was unwell and therefore not able to be in attendance for the first item, as per the circulated Agenda. She advised that Mr Vervoort would instead attend the March Trust meeting.

T/25/01/1.0 OTHER REPORTS

T/25/01/1.1 2025/26 Draft Annual Budget (Ref: 35/5)

A report from the Chief Executive Officer (CEO) dated 20 January 2025 was circulated.

The CEO ran through the key points with regard to the Trust's 2025/26 Budget, noting that it was conservative and would likely run at a surplus. He pointed out that no provision had been made for any Purpose Capital (PC) call downs, although PC is still looking for other investments.

The CEO highlighted the increases to expenditure in the Staffing, Communications/ Marketing, Election and Company Director allocations, and provided clarification around these. He also noted the increase in Distributions, the re-inclusion of the Vital Impact Collaborative Energy and Capital Beneficiaries Project Funds, and the Waikato Wellbeing Project (WWP) allocation as per the Agreement with Waikato Regional Council (WRC), the latter amount being contingent on the external report findings.

Trustee Harvey noted that, with the indicative cash surplus and the Trust's community loans being repaid this year, Trustees should be thinking about potential ways to utilise the extra ~\$1M. Trustee Strange added that this amount would be greater if the WWP allocation was redirected.

The CEO acknowledged that there were areas of opportunity where the Trust could potentially invest, and that the Trust would continue to generate interest via term deposits until other avenues were investigated.

Trustee Strange enquired as to the amount the Trust would be comfortable having as a contingency in the Budget, to which the CEO responded that the Trust could run at a deficit and call down its other investments if required, and if that was an option the Trustees wanted to consider.

The CEO reminded Trustees that previously the Trust's Capital Beneficiaries (CBs) have had the opportunity to provide early feedback on the preliminary draft of the Annual Plan, but due to timing around the review of the Trust's Community Investment Strategy (CIS), the CEO instead engaged in informal discussions with representatives from two of the CBs, and intended to send a letter to all three CBs, as per the draft attached to the report, to explain the deviation from the usual process.

Trustee Afeaki raised the issue of the Communications/Marketing budget being partly used to raise awareness of the Trust's election process.

Trustee Silverton acknowledged that the draft Budget was clear and easy to follow, and was of the view that the spending of any surplus funds would need to be well-considered.

Trustee Chew remarked on the high level of need in the community at present, and also the need to have regard for fairness when considering inter-generational benefit.

Trustee Afeaki speculated that there would be robust discussions on the release of the residual amount earmarked for WWP, and Trustee Harvey suggested that the Trustees might need further consideration time at the next meeting, before final approval of the Annual Plan and Budget. The CEO summarised the public consultation process, noting that any feedback would be presented to Trustees in the March meeting papers. He noted that if feedback was received that triggered a material change to the draft, this would of course be discussed at the March meeting, but proposed that if the Trustees wanted to make significant changes, they signal them now so they could be included in the consultation draft.

MOVED: (Afeaki/Silverton) That the draft 2025/26 Budget be received and incorporated into the draft Annual Plan to be approved for public consultation.

CARRIED

T/25/01/1.2 2025/26 Draft Annual Plan and Budget (Ref: 35/5)

A report from the CEO dated 14 February 2025 was circulated.

The CEO advised that the 2025/26 draft Annual Plan document had been presented at the recent Finance, Audit and Risk (FAR) Committee meeting, where minor changes were discussed.

The CEO recommended a slight wording change on page 6 so as to use consistent language across the Annual Plan and CIS (ie, replace the word leverage with the word maximise).

Trustee Harvey acknowledged the work that had gone into the two draft documents, and commended the use of colour in the new format. Trustees concurred, and Trustee Afeaki expressed praise for the design elements.

Trustee Afeaki advised that, due to an overseas trip she would be unable to attend the March Trust meeting, and she thanked Trustee West who had agreed to chair the meeting in her absence.

MOVED: (Afeaki/West) That:

1. The draft letter as attached to the report be finalised and sent to the Trust's Capital Beneficiaries.
2. The draft 2025/26 Annual Plan and associated Budget be adopted for formal consultation, subject to the minor wording change to page 6 as discussed.
3. The draft Annual Plan and Budget be sent out for submissions, as per the usual process.
4. The submissions be received at the Trust's meeting on 25 March 2025, and submitters be given an opportunity to speak to their submissions at the same meeting.

CARRIED

Trustee Afeaki thanked the FAR Committee for their diligent review of the draft.

T/25/01/1.3 Draft 2025-2028 Community Investment Strategy (Ref: 10/4)

A report from the CEO dated 28 January 2025 was circulated.

The CEO observed that the draft 2025-2028 CIS document was a streamlined product of the two workshops that had been conducted as part of the review process. He noted that the draft had been presented to the FAR Committee, and this had resulted in some minor edits, including the amendment to the 2024 discount figure on page 9 to reflect the GST-exclusive amount.

There was a brief discussion with regard to the suitability of the title for the draft document. Trustee West observed that the Trust's beneficiaries would be reading the document to determine how they align with Trust strategy. The Grants Manager gave some background with regard to the original document, which focused mainly on the Trust's grant funding mechanisms, noting that it was subsequently decided that the Trust's other investments could be incorporated, which wasn't necessarily pertinent for the community groups that would be referring to the documents.

Trustee Strange expressed his pleasure at the re-introduction of multi-year grants, and proposed that these be for a period of up to three years, rather than for a fixed term, to offer flexibility in changing circumstances.

Trustee Harvey communicated that the definition of the word 'strategy' is 'a plan of action designed to achieve an aim,' and that this reflects the purpose and intent of the document and its title, particularly from a community perspective.

Trustee Afeaki initiated a brief discussion with regard to the Trust's intention to provide impact for the community, and Trustee West added that the Trust relies on third parties with their own strategies to deliver that impact through Trust grants. The Grants Manager was of the view that the word 'impact' not be included in the title until the Trust had more robust processes around measuring impact.

Trustee Strange thanked staff for their efforts towards the current version. He enquired as to whether the Trust would be limited by the four areas specified on the Financial Investments page regarding its Statement of Investment Policy and Objectives (SIPO). The CEO clarified that the SIPO is separate to the grants and is a guide for the investment of surplus funds. He indicated that the pages prior represented how the Trust intended to prioritise its funding, and Trustee Strange observed that the language is quite broad. The Grants Advisor emphasised the Trust Aims, against which applications would be assessed, through an equity lens. Trustee West recognised that the Trust Values are also broad, which prevents the document being overly prescriptive.

Trustee Afeaki initiated a brief discussion with regard to the aptness of the word 'leaders' on the introductory page.

Trustee Chew enquired as to how the Trust decides which applicants might receive multi-year funding, noting the value of the stability these offer community groups. The Grants Manager advised that the process was still to be confirmed.

Trustee Afeaki conveyed her wish to capitalise the 'P' in the word 'emPower' to emphasise the relevance with regard to being an energy Trust.

MOVED: (Afeaki/West) That:

1. The draft 2025-2028 Community Investment Strategy document be adopted for formal consultation subject to the following as discussed:
 - The letter 'P' in the word 'emPower' being capitalised
 - The words 'up to' preceding the words 'a three-year period' under Multi-Year Grants on page 8
 - The discount figure on page 9 being changed to the GST-exclusive amount of \$12.4M
2. The proposed review process be noted and the new Strategy implemented on 1 April 2025.

CARRIED

T/25/01/2.0 DISTRIBUTIONS/IMPACT

T/25/01/2.1 Waikato Wellbeing Project – Final Year Four Tranche Payment (Ref: 26/7)

A report from the CEO dated 18 February 2025 was circulated.

The CEO provided a brief status update with regard to the contractual payments for WWP. He indicated the WWP Progress Report, noting that the Trust was the predominant funder of WWP, in terms of financial investment, with WRC providing mainly in-kind support. He recommended that the tranche payment be approved on the basis of the report supplied, acknowledging that Trustees might wish to discuss the following year's funding.

Trustee Harvey registered her concern as to next steps for WWP, after the initial five years has concluded. The CEO directed Trustees to the commentary in the independent review attached to the report, particularly around the most appropriate structure for WWP moving forward. He acknowledged the substantial data that had been collected by WWP, but also agreed that there are questions to be asked about its impact and outcomes. The Grants Manager noted there were some different options in terms of legal entities with regard to WWP's ownership, as well as other partners. The CEO was of the view that WWP should transition to a university.

Trustee Afeaki noted that the independent report did not include an ideal future funding model. She advised that she and the Trust CEO had met with WRC and WWP to discuss WWP's transition, and there had been a conversation about reputational risk to the Trust and WRC should WWP be discontinued.

MOVED: (Afeaki/Johnston) That:

1. The report, the Waikato Wellbeing Project (WWP) Annual Progress Report: February 2025 and the WWP Deliverables and Funding Review dated February 2025 be received for information.
2. The second tranche of the Year Four (FY2023/24) payment of \$200,000 to the Waikato Regional Council for the Waikato Wellbeing Project, as conditionally approved at the March 2024 Trust meeting, be confirmed and actioned.

CARRIED

T/25/01/3.0 MANAGEMENT REPORTS

T/25/01/3.1 Financial & Budget Report (Ref: 20/10)

A report from the Finance Administrator for the months of November 2024, December 2024 and January 2025 was circulated.

The Finance Administrator ran through the main points of interest in her commentary.

MOVED: (Afeaki/West) That the financial and budget report for the months of November 2024, December 2024 and January 2025 be adopted.

CARRIED

Trustee Afeaki thanked the Finance Administrator for her patience during the challenges that arose when seeking authorisation for some recent payments. The CEO relayed that staff had introduced a change to the payment authorisation process, and as such, future requests for approval would be sent to Trustees by 11.00am to allow them more time to meet their obligations.

The CEO mooted the option to invite a fourth Trustee to come on board as an authorised signatory to approve payments, and he confirmed that the Trust's bank and Auditors had been consulted in this regard. It was agreed that this could be followed up on if the new internal process proved unsatisfactory.

T/25/01/3.2 Fiduciary Calendar (Ref: 25/30)

The February Fiduciary Calendar was circulated for noting.

The CEO gave a brief status report on each of the calendar entries still in progress, including the external Director and CIS reviews, and finalisation of the Trust's tax return.

MOVED: (Afeaki/Chew) That the updated Fiduciary Calendar be noted.

CARRIED

T/25/01/3.3 Resolution Schedule (Ref: 15/20/5)

The Resolution Schedule dated 14 February 2025 was circulated for noting.

The Trust Administrator gave some explanation with regard to the timing for the next Bi-Monthly Review Against Annual Plan report.

The CEO confirmed that ETNZ had been informed that the Trust would not be making a submission to the Electricity Authority's recent consultations, as decided at the December Trust meeting.

MOVED: (Afeaki/Strange) That the Resolution Schedule be noted.

CARRIED

T/25/01/3.4 Trustee Meeting, Workshop and Event Attendance (Ref: 15/2)

A report from the Trust Administrator dated 10 February 2025 was circulated for noting.

Trustees Afeaki, Chew and Harvey reported on community events recently attended. Trustee Chew highlighted the opportunity to raise the Trust's profile via events such as the Hamilton Arts Festival | Toi Ora ki Kirikiriroa, and Trustee Strange reflected that this might in turn raise awareness of the Trust's election and increase voter turnout.

MOVED: (Afeaki/Strange) That the Trustee Meeting and Workshop Attendance report be noted.

CARRIED

T/25/01/3.5 Ongoing Status Report (Ref: 15/20/5)

A report from the Grants Manager dated 17 February 2025 was circulated for noting.

The Grants Manager confirmed that the community loans would be paid back in April.

MOVED: (Afeaki/Johnston) That the Ongoing Status Report be noted.

CARRIED

T/25/01/3.6 Energy Trusts of New Zealand (Ref: 5/30/15)

A report from the Trust Administrator for the month of February 2025 was circulated.

There was some discussion with regard to Trustee availability for the ETNZ Autumn Conference and workshop.

MOVED: (Afeaki/Silverton) That:

1. Trustees Afeaki and Harvey, Trustee Strange (subject to availability), and the Chief Executive Officer attend the ETNZ Autumn Conference in Wellington on 8 and 9 May 2025.
2. Trustees Afeaki and Harvey attend the 'Fundamentals of the New Zealand Electricity Industry' Workshop in Wellington on 7 May 2025, if it proceeds.
3. Trustees attending the Conference be given delegated authority to decide at the Conference any matters requiring a vote.
4. Decisions made at the Conference be determined on a simple majority vote of those in attendance and eligible to vote.

CARRIED

T/25/01/3.7 Industry & Trust Activity Verbal Updates

The Grants Manager reported briefly on the following:

- 2024 Trust funding statistics
- The Salvation Army's State of the Nation 2025 report
- Saint Vincent de Paul Hamilton's community dining hall
- Increased demand on Trust funding

The Grants Manager stressed the importance of the Trust's continuing support of community groups who are providing critical social services to the vulnerable and disadvantaged, and with this in mind he alluded that the Grants team would be making strong assessments, in line with the Trust's Aims, to aid decision-making. This led to a brief discussion with regard to the worsening circumstances for Māori and Pasifika communities, and ways the Trust might contribute towards understanding and alleviating this through initiatives led by those communities.

Trustee Strange broached the subject of a potential push from the Trust to support a targeted group or specific purpose, similar to the Trust's COVID-19 Response Fund. The Grants Manager reiterated that the Trust should boost support of those agencies such as food banks that are on the front line, noting that there is good networking among them, and that the Trust can be responsive to what is presented to it through the applications that come in.

MOVED: (Afeaki/Harvey) That the verbal reports be received.

CARRIED

T/25/01/3.8 Confirmation of Minutes (Ref: 15/20/10)

The Minutes of Ordinary Meeting T/24/14 dated 10 December 2024 were circulated.

The CEO explained that it might not have been appropriate to record the general discussion during Agenda item T/24/14/5.1 (WEL Networks Ltd – Discount and Dividend) in the draft Public Excluded Minutes, as it did not appear to meet the criteria that would justify it being withheld from the public. He mentioned that this had been raised at the recent FAR meeting where there had been a discussion about how this might be redressed, and as a result that section of the meeting had been included in the draft Open and draft Public Excluded Minutes for transparency, but it had since been argued that there were some key points that were of a commercially-sensitive nature. He suggested that the discussion on the discount and dividend be included in the Open Minutes, with those points redacted.

Trustee Harvey raised her concerns with regard to which points were not for public consumption, or were solely for the Company to share, and Trustee Afeaki highlighted that the discount and dividend discussion was the first since adjusting the timeline for communications with the Company, and might be of interest to the public. Trustee West concurred that the topic was pertinent to the income beneficiaries, and he expressed his concern that the resolution, which three Trustees had voted against, was not visible to those beneficiaries, having been recorded in the original draft Public Excluded Minutes, and hence could not be discussed further with them.

Trustees had a discussion about the most appropriate next steps, and Trustee Harvey proposed that the item heading and resolution be included in the Open Minutes. The CEO reiterated that, at a high level, the discount and dividend topic did not meet the criteria to be discussed in a Public Excluded forum. It was also acknowledged that every care must be taken when discussing matters of a confidential nature.

It was agreed by all Trustees that the public have transparency on this very important matter, and that the Open Minutes would include a statement that a discussion about discounts and dividends had been held in the Public Excluded session, the resolution for which would be recorded as per the draft Minutes. Trustee Afeaki emphasised the importance of the public having visibility that there was an agreed process with the Company, rather than simply a pre-determined outcome.

There was a brief further discussion with regard to the importance of discerning what would be discussed at Public Excluded meetings going forward, so that certain matters can be talked about to members of the public outside the meetings, if and when appropriate. Trustee Harvey noted that there might be times when some points discussed in Public Excluded sessions could subsequently be included in the Open Minutes, and Trustee West suggested that Trustees continue to be mindful when discussing sensitive issues in the public forum.

MOVED: (West/Chew) That the Minutes as circulated be confirmed as a true and correct record, subject to the inclusion of the resolution only pertaining to the WEL Networks Ltd – Discount and Dividend discussion (item T/24/14/5.1) that was held in the Public Excluded session of the meeting.

CARRIED

T/25/01/4.0 EXCLUSION OF PUBLIC

MOVED: (Afeaki/Strange) That the public be excluded from the following parts of the proceedings of this meeting under Section 48(1) of the Local Government Official Information and Meetings Act 1987, for reasons relating to third party commercial sensitivity, on the following grounds:


1. To enable the Trust to carry out, without prejudice or disadvantage, negotiations (including commercial or industrial negotiations).
2. To protect information where the making available of the information would be likely unreasonable to prejudice the commercial position of the person/organisation who supplied or who is the subject of the information.

CARRIED

Agenda Item	General subject matter to be considered	Grounds for passing this resolution
T/25/01/5.1	Makao Investments Quarterly Report	Definitions 1 & 2 above
T/25/01/6.1	WEL Networks Ltd – Quarterly Report	Definition 2 above
T/25/01/7.1	Insurance Renewals	Definitions 1 & 2 above
T/25/01/8.1	Resolution Schedule	Definitions 1 & 2 above
T/25/01/8.2	Risk Management Report	Definitions 1 & 2 above
T/25/01/8.3	Industry & Trust Activity Verbal Updates	Definitions 1 & 2 above
T/25/01/8.4	Confirmation of Minutes	Definitions 1 & 2 above

The meeting closed at 4.13pm.

Confirmed at T/25/02 on 25 March 2025 as a true and correct record.


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ACTING CHAIR