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| **HEART KIDS ANNUAL GENERAL MEETING MINUTES** | | | | |
| **Date:** | **Saturday 20 May 2023 (In-Person Meeting and Virtual)** | | | |
| Attendees  eligible to vote.  attended by Zoom | Ruth Gorinski (CEO)  Samir Govind  Ngamoni Mariekura  Kayleen Milner-Taylor  Sam Rosomon  Ngaire Rosomon  Chloe Bryce  Alison Wekking  Ashleigh Banks  Julie Neilsen  James Lawler  Joanne Carter  Paul Carter  Michelle Webb  Sophie Carter  Cate Davis  Stefanine Ward-Kotze Craig McDowell  Laurel Ketel these people only put their first name in the zoom call, presume this is who they would be)  Claire Sword  Tess Roach  Ismay Howden |  |  | |
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| Board Members Present | Donna Jujnovich (Chair)  Robyn Wickenden  Ashlee McCormick  Steve Abley  Neven Harland  Katie McRae (not eligible to vote)  Arna Craig | | |  |
| Present but not eligible to vote | Lorraine Guthrie (staff)  Denise Kitto (staff)  Alanah Gilder (staff)  Jacob Lepper (guest)  Skot Barnett (guest)  Christine Lake (guest)  Anthony Drake (guest)  Sarah Morgan (staff)  Robyn Lyall (staff) | | |  |
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**Chairperson’s Introduction**

1. Welcome and Housekeeping.

1. Board Member Introductions.
2. The format of meeting was Ordinary Business in accordance with the agenda followed by General Business. There was one general business item on the agenda regarding constitutional change to enable electronic voting in the future. There were no special business items on the agenda.
3. The Notice of Meeting was in accordance with the Constitution. This notice detailed the business to be considered at the meeting and was circulated to all members.
4. The Chair confirmed the meeting had a quorum.

**Karakia** – Neven Harland opened the meeting with Karakia

**Meeting opened 3.12 pm**

**Ordinary Business -**

**1. Apologies**

Rebecca Lovelock, Paul Chambers, Mitchell Atkinson, Marie Jujnovich, Joe Jujnovich, Jess Neilsen, Brett Neilsen, Lisa Stanley, Barbara Kean-Williams, Jo Lawrence, Bill Lawrence, Robyn McDowell.

Moved: Donna Jujnovich

Seconded: Ashleigh Banks

Carried

**2. Approval of Minutes from last AGM** **28 May 2022**

The Minutes of the Annual General Meeting held on 28 May 2022 as circulated were accepted as a true and correct record with the following amendments.

2.1 Julie Neilsen did not attend, her provided apology was not recorded, and she did not second the approval of the minutes of the meeting.

2.2 Amendments to the 2021 AGM minutes carried at the 2022 AGM should have included the following items under the heading “Matters Arising”:

* A note that the requested written CEO report was not available as the CEO resigned soon after the meeting without providing this.
* The motion to ask Fionnghuaia Cuncannon, the previous Chair, to look at the constitution and make recommendations was put on hold due to her unavailability and the upcoming law changes affecting the charity sector.

Moved: Julie Neilsen

Seconded: Sophie Carter

Motion carried.

**3. Matters arising**

Matters that arose from the minutes have been answered.

**4. Financial Statements**

The Financial Statements and Report were presented by Robyn Wickenden who talked through the report. No questions were received from the floor.

The Financial Statement of Accounts and Balance Sheet, as tabled, for the year ended 30November 2022 was received.

Moved: Robyn Wickenden

Seconded: Ashleigh Banks

Motion carried.

**5. Appointment of Auditors**

In accordance with the Constitution, it is necessary to appoint the Auditors at the AGM, and BDO Hawkes Bay is willing to continue to function as Auditors of the Incorporated Society. The 2023 audit assignment will also include the Statement of Service Performance as required by law for the first time.

BDO Hawkes Bay reappointed as Auditors and to authorise the Board to fix the remuneration of the Auditors.

Moved: Donna Jujnovich

Seconded: Robyn Wickenden

Motion carried.

**6. Board Nominations**

In accordance with clauses 7.3, 7.6, 7.7, 7.15, 7.17, and 7.26 - 7.29 of the Constitution, the following positions on the Board were opened for nominations:

Upper North Island x 1

Lower North Island x 1

Lower South Island x 1

The following nominations were received for each of these positions:

Upper North Island – Robyn Wickenden

Lower North Island – James Lawler

Lower South Island – Arna Craig

In accordance with clause 7.30 of the Constitution, given only one nominee was received for each of the positions, no voting papers were sent to members and the nominees: Robyn Wickenden, James Lawler and Arna Craig will be considered duly elected from the date of this Annual General Meeting.

Moved: Donna Jujnovich

Seconded: Stephanine Ward-Kotze

Motion carried.

The Chair then welcomed James to the Board, thanked Rachael Lovelock (Lower North Island) for her service and congratulated Arna and Robyn for returning to the Board.

**7. Board Member’s Remuneration**

Move that remuneration for Board Members be $0.00 and that Board Members be reimbursed for actual and reasonable expenses incurred in performing their duties.

Moved: Donna Jujnovich

Seconded: Julie Neilsen

Motion carried.

**8. Chairperson’s Report**

Donna Jujnovich tabled her report as presented in the meeting documents made available to attendees.

Moved the Chairpersons report as circulated and tabled is accepted.

Moved: Donna Jujnovich

Seconded: Samir Govind

Motion carried.

**9. CE Report**

Ruth Gorinski presented a PowerPoint as a summary of the written CE’s report which had been circulated to members.

Moved the CE’s report as presented is accepted with the following amendment:

9.1 Amendment to the CE Report, both the PowerPoint and the written report should read, “**Our people** – 56% of our heart clients are 16 years or older and 44% are aged 0 – 16 years”.

Moved: Donna Jujnovich

Seconded: Sophie Carter

Motion carried.

**GENERAL BUSINESS**

Constitution Change – Robyn Wickenden detailed the proposed changes to the Constitution to allow electronic voting for board member elections, for AGM and SGM voting.

A question from the floor raised issue with HeartKids members who may not have access to electronic voting and whether postal votes will remain an option. The Chair confirmed the postal voting option will remain available for those members without access to electronic means when the change to electronic voting is implemented.

The vote shall be recorded as passed by the majority of more than 80% of the entitled to vote members that attended the meeting both in the room and on zoom (as required by Clause 15.2 of the Constitution).

Moved: Robyn Wickenden

Seconded: Steve Abley

Motion carried.

It was acknowledged that all the AGM meeting documentation was prepared and circulated well in advance of the AGM.

Donna Jujnovich thanked everyone for their attendance.

Neven Harland closed with Karakia.

**Meeting closed 4.pm**