

2024 HEART KIDS NZ INC ANNUAL GENERAL MEETING MINUTES

Date: Saturday 18 May 2024

Location: Offices of Wynn Williams, Vero Centre, Level 20, 48 Shortland Street, Auckland Central, Auckland, and online via Zoom.

Attendees:

- Member attendees eligible to vote (attended via Zoom or in person): Alex Atkins, Angela Haddon, Asher McSkimming, Ashleigh Banks, Ashley Mills, Bob Merritt, Chelsea Philip, Craig McDowell, Elaine Paki, Heather Fairley, Judith Wakelin, Julie Neilsen, Kayleen Milner-Taylor, Kelsey McSkimming, Matthew Steeghs, Michael Bowey, Montee Stehlin, Ngaire Rosomon, Nicky Merritt, Rebecca Honeybone, Robyn Wickenden, Sophie Carter, Stefanine Ward, Suzie Blackler, Tess Roach and Tim Scott.
- Board members present (attended in person): Arna Craig (Chair), Ashlee McCormick, Donna Jujnovich, Eleanor Koningham, James Lawler, Kevin Sharpe, Neven Harland, Samir Govind and Steve Abley.
- Present by not eligible to vote (attended via Zoom or in person): Alanah Gilder (staff), Barbara Chapman (staff), David Pimblott (Interim CE), Lorraine Guthrie (staff), Laurel Ketel (staff), Robyn Lyall (staff) and Sarah Morgan (staff).

Apologies

- Bill Lawrence, Brett Neilsen, Cate Davis, Claire Carter, Denise Kitto, Gina Cheung, Jesamine Neilsen, Jo Carter, Lauren Steel, Lisa Stanley, Paul Carter and Robyn McDowell.

MINUTES

Chairperson's introduction

1. Welcome and Housekeeping.
2. Board Member Introductions.
3. The format of the 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.

4. 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.
5. The Chair confirmed the meeting had a quorum.

Karakia – Neven Harland opened the meeting with Karakia

Meeting opened at 3.02 pm

ORDINARY BUSINESS

1. Apologies

Apologies were accepted.

Moved: Arna Craig

Seconded: Steve Abley

Carried

2. Approval of Minutes from last AGM 20 May 2023

The Minutes of the Annual General Meeting held on 20 May 2023 as circulated were accepted as a true and correct record.

Moved: Arna Craig

Seconded: James Lawler

Motion carried.

3. Matters arising

There were no matters arising.

4. Financial Statements

The Financial Statements and Report were presented by Ashlee McCormick 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 30 November 2023 was received.

Moved: Ashlee McCormick

Seconded: Arna Craig

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 were reappointed as Auditors and the Board authorised to fix the remuneration of the Auditors.

Moved: Arna Craig

Seconded: Ashlee McCormick

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 2

Central North Island x 1

Upper South Island x 1

The following nominations were received for each of these positions:

Upper North Island – Donna Jujnovich, Ashlee McCormick, Daniel Bailey

Central North Island – Neven Harland, Jessica Reid

Upper South Island – Samir Govind

In accordance with clause 7.30 of the Constitution, given only one nominee was received for the Upper South Island position, Samir Govind was duly elected from the date of this Annual General Meeting.

Voting papers were sent to members and the nominees for the Upper and Central North Island positions. Ashlee McCormick and Donna Jujnovich were duly elected for the Upper North Island positions and Neven Harland was duly elected for the Central North Island and will be considered duly elected from the date of this Annual General Meeting.

Moved: Arna Craig

Seconded: James Lawler

Motion carried.

The Chair then welcomed Ashlee, Donna, Neven and Samir to the Board, and thanked Steve Abley for his service. The Chair also formally welcomed Eleanor Koningham, Kevin Sharpe and Gina Cheung to the Board (they joined the Board 6 May 2024).

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: Arna Craig

Seconded: Julie Neilsen

Motion carried.

8. Chairperson's Report

Arna Craig tabled her report as presented in the meeting documents made available to attendees.

Moved the Chairpersons report as read and tabled is accepted.

Moved: Donna Jujnovich

Seconded: Samir Govind

Motion carried.

9. CE Report

As the CE had resigned in May 2024 there was no CE report tabled. One of the members raised the issue with the lack of CE report. The Chair responded with an explanation related to the significant workload for the remaining senior staff and the Board's decision to forfeit a CE report at this year's AGM.

GENERAL BUSINESS

Members had been invited to send in questions for the AGM – the Chair read and responded to the questions.

1. Board explanation of why no questions were permitted from the floor.

To ensure accurate and full responses on the day to questions, the board asked for them in advance. In the past financial related questions were sought prior, this year the board extended it to all questions.

2. Why over the past five years, four CE's have resigned, and whether the common denominator is the leadership of the board.

Except for Donna Jujnovich, none of the current board members were serving when the other CE's (apart from Ruth Gorinski) were leading Heart Kids. The board has changed significantly over the past 5 years. No details are known by the current board about previous CE's resignations.

3. Question related to the SLT, and other senior employees resigned within 3 days of the CE resigning.

The Chair provided dates for when each of the senior members resigned, and what positions they were leaving to take up. The board engaged an independent consultant to conduct a staff engagement survey to seek comments from employees about their work and wellbeing. The results of the survey and the recommendations made speak for themselves. The board has already taken steps to navigate the future with a culture of authenticity, trust, and a shared purpose. The survey will be conducted again in six to twelve months' time.

4. Question related to the South Canterbury branch/region and the number of members supported by Heart Kids.

The South Canterbury committee went into recess in 2022. South Canterbury remains a region within Heart Kids and has 302 members and 123 clients. All regions are listed on our website as branches, regardless of whether they have a committee or not. South Canterbury children attended camp in 2023 and 2024. Where a region does not have a local Taituarā, members still receive support from Taituarā who are trained in providing remote support.

5. Question related to the notification to members of the resignation of Ruth Gorinski and a perceived lack of communication.

Ruth Gorinski resigned on 1 May. The Board's priority following the resignation was staff well-being and allowing time for staff to process the news of Ruth's resignation. The Chair talked about employees' right to privacy, whilst maintaining transparency and open communication.

6. Questions related to four CE's resigning, whether there is a systemic problem in Heart Kids, and if Heart Kids can survive? The question was asked about what changes the board proposes to bring stability back to Heart Kids.

The Chair stated the board has engaged external consultants to lead the employment of the new CE and for key leadership positions. The board intends to update members when an appointment is made. As the board works through the priorities, a review of the Strategic Plan will occur, and possible changes may be introduced. The goal for the board is a sustainable, successful provision of support to families, albeit in a challenging financial market. The Chair thanked the remaining staff for their dedication and professionalism in some recent challenging times.

7. Question was asked why there was no CE report for 2023.

Ruth Gorinski had been on sick leave prior to her resignation on 1 May. It is for this reason we have been unable to provide a CE report for this AGM.

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

Arna Craig thanked everyone for their attendance.

Karakia – Neven Harland closed the meeting with Karakia

Meeting closed at 3.41pm