

TAIRAWHITI COMMUNITY COMMISSIONING LIMITED (TO BE INCORPORATED)**FIRST PRE-INCORPORATION SHAREHOLDERS MEETING****MINUTES OF MEETING****Date:** 7 June 2026**Time:** 1.00 – 2.30PM**Venue:** TROTAK, 63 Reads Quay, MLC Boardroom**Meeting Chair:** Judy Campbell**Minute Taker:** Josie McClutchie**ATTENDEES**

	Name	Organisation / Group	Position
1.	Charlotte Gibson	Te Poho o Rawiri Marae Committee Inc	Chair
2.	Mike Eriksen	Matapuna Trust	Trustee
3.	Erin Jones	Matapuna Trust (+Te Aka Ora) ¹	Trustee
4.	Pene Brown	Te Aitanga a Mahaki Trust	Chair
		Turanga Health	
5.	Reweti Ropiha	Turanga Health	CEO
6.	Ngarongo Eaton	Whaiora SV Services Incorporated	Tumuaki
7.	Marsha Wyllie ²	Tamanuhiri Tutu Poroporo Trust (observer)	Trustee
8.	Jodie Cook	Matapuna Trust	CEO
9.	Rob Dymock	Sunrise Foundation	Chair
10.	Glenda Stokes	Sunrise Foundation	Trustee
11.	Te Aturangi Nepia- Clamp	Rongowhakaata Iwi Trust	Chair
12.	Willie Te Aho	Toitu Tairawhiti Builtsmart Ltd	Director
13.	Michelle Duley (online)	YMCA Gisborne	CE
		Tairawhiti Community Voice	Committee delegate
14.	Dexter Waru (online)	Te Whare Hauora o Te Aitanga a Hauiti	CE
15.	Meka Whaitiri	Te Runanga o Turanganui a Kiwa	Chair
16.	Tim Marshall	Matapuna Trust	Trustee
17.	Matanuku Mahuika	Board candidate	
18.	Gavin Murphy	Board candidate	
19.	Kim Ngarimu	Board candidate	
20.	Dr Paul Reynolds	Board candidate	
21.	Judy Campbell	TCC Working Group	Meeting Chair
22.	Tira Johnson	TCC Legal	
23.	Leslynne Jackson	TCC Working Group	
24.	Amohaere Houkamau (online)	TCC Working Group	
25.	Josie McClutchie	TCC Working Group	

¹ Te Aka Ora is not a Tranche 1 shareholder; Erin Jones did not comment or vote on its behalf.

² Marsha Wyllie attended on a watching brief on behalf of Tamanuhiri Tutu Poroporo Trust.

Meeting opened at 1.05pm

KARAKIA

Te Aturangi Nepia-Clamp

MIHI

Brief introductions by all attendees

APOLOGIES

from Ruby Walker, Manager Gisborne Volunteer Centre and Doug Jones, CEO Trust Tairāwhiti

ITEM 1: INTRODUCTION AND CONTEXT

Judy welcomed shareholders and attendees to the inaugural pre-incorporation meeting of Tairāwhiti Community Commissioning Limited and thanked those who had contributed to the establishment process. She acknowledged that this had been a very fast process and that there had been very short notice for shareholders to come to a meeting and on a Sunday. She acknowledged that there were those who were unable to be there at such short notice.

She explained that this was simply the establishment process which enabled the legal incorporation of the company. Further she clarified that this was about the region coming together to show their collective and commitment to making whānau lives better. Shareholding is a simple way of showing that. There is no great power in shareholding. Shareholders will not be given any preferential treatment in the commissioning process. Establishment shareholders were also simply those willing to tolerate the fast process to incorporate the company. Second tranche shareholders would have equal rights and powers to those who came in in the first tranche to help establish the company.

Judy expressed her appreciation for those who were able to provide the support necessary for the establishment phase and explained that there would be an immediate opening of the second tranche of shareholding to those who needed more time to consider the offer. This tranche of shareholding would be open until 30th September 2026. To that end the Directors being elected at this meeting were to hold terms of only six months and that the full set of shareholders would have the opportunity to elect the Board of five on the 10th December 2026. That Board would hold terms of three years or more to accommodate a succession process.

Judy also clarified that voting on the agenda was opened on Friday and would not close until 1pm on Monday. However, if there were sufficient votes within the meeting, to declare majorities then the success of the motions could be declared and the business of the meeting could proceed. It was clarified that a majority was based on all shareholders not just those present at the meeting.

Judy presented a brief PowerPoint presentation to explain the purpose of the meeting; i.e., the focus on whānau wellbeing and the sequencing of decision making between TCC and the Social Investment Agency process around Community Commissioning.

See attachment

A question was asked from the floor on whether all this effort would be wasted if TCC was unsuccessful in going through the SIA process. Judy clarified that TCC is also taking on the role of the region's place-based initiative (PBI) which Manaaki Tairāwhiti has undertaken for the past 10 years. Manaaki Tairāwhiti's PBI operations are merging into the TCC and this Board and constitution and shareholders agreement would be used irrespective of the SIA decisions.

Willie Te Aho clarified that he and Reweti Ropiha have now stepped down as members of the working group who have worked to get the organisation and bid to the SIA to this stage and were now there as shareholders. He stated his belief that the entity would also begin work on alternative sources of funding including international capital.

ITEM 2: ELECTION OF DIRECTORS AND CHAIR

Judy introduced the first item of business: election of three establishment directors. Judy gave a brief description of the board structure, the short length of the establishment terms, and the process to identify candidates and assess them against a skills matrix.

A proposal was made from the floor to amend the draft constitution to appoint four, rather than three, inaugural directors through to December 2026.

Judy opened the matter for discussion. Shareholders raised questions regarding the proposed amendment, including the need for some organisations to consult with their governing boards before voting. Concern was expressed about the short notice meaning they could not achieve their obligations to conduct internal consultation within their organisations. Two shareholders indicated that they would abstain from voting pending consultation with their respective governing boards.

MOTION 1:

That the draft constitution be amended to allow for the appointment of four directors to the inaugural TCC Board

Moved: Willie Te Aho, Toitu Tairāwhiti BuiltSmart Limited

Seconded: Charlotte Gibson, Te Poho o Rawiri Marae Committee

CARRIED (see table at the end of the minutes for all voting percentages)

Abstentions:

Te Runanga o Turanganui a Kiwa

YMCA Gisborne

The Chair invited each of the candidates to introduce themselves and they spoke in turn: Matanuku Mahuika, Kim Ngarimu, Dr Paul Reynolds, Gavin Murphy.

MOTION 2:

That Gavin Murphy, Matanuku Mahuika, Dr Paul Reynolds, and Kim Ngarimu be the inaugural directors for Tairāwhiti Community Commissioning Limited.

Moved: Willie Te Aho, Toitu Tairāwhiti BuiltSmart Limited

Seconded: Pene Brown, Te Aitanga a Mahaki Trust

CARRIED

Abstentions:

Te Runanga o Turanganui a Kiwa

YMCA Gisborne

The Chair invited attendees to nominate candidates for the position of Board Chair. One nomination was received, Kim Ngarimu. There was a discussion on the likely time commitment required for the role.

MOTION 3:

That Kim Ngarimu be the Chair of Tairawhiti Community Commissioning Limited.

Moved: Willie Te Aho, Toitu Tairawhiti BuiltSmart Limited

Seconded: Charlotte Gibson, Te Poho o Rawiri Marae Committee

CARRIED

Abstentions:

Te Runanga o Turanganui a Kiwa

YMCA Gisborne

There was a proposal from the floor that attendees consider appointing a co-chair or deputy chair. Discussion followed. One nomination was received, Dr Paul Reynolds.

MOTION 4:

That Dr Paul Reynolds be the Deputy Chair of Tairawhiti Community Commissioning Limited.

Moved: Willie Te Aho, Toitu Tairawhiti BuiltSmart Limited

Seconded: Glenda Stokes, Sunrise Foundation

CARRIED

Abstentions:

Te Runanga o Turanganui a Kiwa

YMCA Gisborne

The meeting considered the proposed remuneration for the inaugural Board of Directors. It was noted that the remuneration levels had been developed with reference to Cabinet guidance for organisations of a similar size and complexity. Discussion occurred regarding the responsibilities and expected workload of the Board during the establishment phase of the company and the potential size and importance of the eventual commissioning opportunity.

MOTION 5:

That remuneration for the Board of Directors be \$40,000 per annum for the Chair, \$35,000 per annum for the Deputy Chair, and \$30,000 per annum for Directors.

Moved: Willie Te Aho, Toitu Tairawhiti BuiltSmart Limited

Seconded: Charlotte Gibson, Te Poho o Rawiri Marae Committee

CARRIED

Abstentions:

Te Runanga o Turanganui a Kiwa

YMCA Gisborne

ITEM 3: ADOPTION OF CONSTITUTION AND SHAREHOLDERS AGREEMENT (AS AMENDED IN MOTION 1)

Judy referred to the iterations of the draft Constitution and Shareholders Agreement provided during the consultation process and more recently to intending shareholders. It was noted that a small number of further amendments had been made in response to intending shareholder and community feedback from the most recent round of consultation. These were a tightening of rules and did not materially affect the intentions of the draft materials which had been in circulation for some time. For example, an amendment has been made in response to feedback from Te Runanganui o Ngati Porou; ie, to confirm that the company is independent from the Crown and does not affect Crown–Iwi Treaty relationships. Other amendments include clarifications to the philanthropy definition and shareholder eligibility requirements.

Judy opened this Item for discussion. Two shareholder representatives noted that they are required to seek direction from their boards before voting on constitutional matters. There had not been sufficient time to undertake those discussions and they would therefore abstain from voting on that basis. It was clarified that any abstention reflected governance requirements and the need to consult with the respective organisations, rather than opposition to the proposal.

MOTION 6:

That the draft Constitution (including the amendment to increase the number of establishment directors from three to four) and the draft Shareholders Agreement of Tairawhiti Community Commissioning Limited be approved and adopted.

Moved: Willie Te Aho, Toitu Tairawhiti BuiltSmart Limited

Seconded: Pene Brown, Te Aitanga a Mahaki Trust

CARRIED

Abstentions:

Te Runanga o Turanganui a Kiwa

YMCA Gisborne

NOTE: The Chair of Te Runanga o Turanganui a Kiwa indicated her organisation's support for approval and adoption of the Shareholders Agreement and Constitution but in the form they were supplied to intending shareholders and approved by her board before the amendment approved at Motion 1 in this meeting. The amendments tabled today would need to be presented to her board for further consideration and approval.

CLOSING KARAKIA

Willie Te Aho

MEETING CLOSED AT 2.30 PM

TAIRAWHITI COMMUNITY COMMISSIONING LIMITED (to be incorporated)

SCHEDULE TO MINUTES OF FIRST PRE-INCORPORATION MEETING - 7 JUNE 2026

RECORD OF INCIPIENT SHAREHOLDERS AND VOTING AT MEETING

Incipient Shareholder	Share parcel	Motion 1	Motion 2	Motion 3	Motion 4	Motion 5	Motion 6
Rongowhakaata Iwi Trust	23	Y	Y	Y	Y	Y	Y
Te Aitanga a Mahaki Trust	22	Y	Y	Y	Y	Y	Y
Matapuna Trust	4	Y	Y	Y	Y	Y	Y
Poho o Rawiri Marae Committee	4	Y	Y	Y	Y	Y	Y
Tairawhiti Community Voice Inc	4	Y	Y	Y	Y	Y	Y
Te Whare Hauora o Te Aitanga a Hauiti	4	Y	Y	Y	Y	Y	Y
Toitu Tairawhiti BuiltSmart Ltd	4	Y	Y	Y	Y	Y	Y
Turanga Health	4	Y	Y	Y	Y	Y	Y
Whaiora SV Services Inc	5	Y	Y	Y	Y	Y	Y
Sunrise Foundation	5	Y	Y	Y	Y	Y	Y
Subtotal in favour of motions	79%	79%	79%	79%	79%	79%	79%
Te Runanga o Turanganui a Kiwa	4	AB	AB	AB	AB	AB	AB
YMCA Gisborne	4	AB	AB	AB	AB	AB	AB
Subtotal abstentions	8%	8%	8%	8%	8%	8%	8%

Subtotal of all shareholders in attendance	87%						
Gisborne Volunteer Centre	4	NiA	NiA	NiA	NiA	NiA	NiA
Whiti Ora Tairawhiti	4	NiA	NiA	NiA	NiA	NiA	NiA
Trust Tairawhiti	5	NiA	NiA	NiA	NiA	NiA	NiA
Subtotal not in attendance	13%						
TOTAL SHAREHOLDING	100%						

LEGEND:

Y = voted in favour

AB = Abstained from voting

NiA = Not in attendance at meeting