June 3 2026

Response from the Tairawhiti Community Commissioning Working Party to the patai from Te Runanganui o Ngati Porou (TRONPnui)

Introductory statements by the Tairawhiti Community Commissioning Working Party

- **Clarifying Manaaki Tairawhiti's role in the bid for community commissioning.**

Manaaki Tairawhiti is part of the Tairawhiti Community Commissioning working party ("Working Party") comprising a coalition of the willing comprising iwi, Trust Tairawhiti, education, health, housing and social sector practitioners and advisors. All decisions from September 2025 to today have been made by the Working Party.

Manaaki Tairawhiti staff, with the approval of the Manaaki Tairawhiti board have been active members of the Working Party and have provided back-office support.

The Manaaki Tairawhiti board has agreed to cease to exist with the full support of the Working Party and will have no say on the final form of the company (which they will not be part of) or the EOI. The election of the members of the company board will be determined by the shareholders.

Manaaki Tairawhiti is a place-based initiative, which has operated for the past 10 years and developed strong back-office functionality .It has been agreed that the operations of Manaaki Tairawhiti will be merged into the new company, (including some staff for a limited period) to become the initial back-office of the Tairawhiti Community Commissioning entity, to ensure continuity throughout the EOI process to completion of the Discovery and Design phase, in support of the new board.

The Tairawhiti community commissioning bid has always been focused on achieving the best outcomes for Tairawhiti whanau, hapu, iwi, communities and providers. A key consideration for the SIA will be the strength and unity of our collective.

- **Whanau at the Centre**

The groups who have come together to form the Local Community Commissioning group are doing so because they know that the current system does not work well for Tairawhiti whanau. We know that decisions made locally will better serve our whanau and communities, with the right strategy and leadership

Whanau will be at the forefront of shaping, informing and influencing their community wellbeing plan, which will identify their well-being priorities, service requirements and preferred service providers and models of provision. The Tairawhiti wellbeing plan will be a key document in guiding the board's commissioning decisions.

Shareholding is not an important part of that process. The company structure is simply an administrative structure that allows communities and organisations to come together and manifest their commitment to a shared goal. The establishment of a new independent company provides funders, whanau and community with greater confidence and reassurance about the unambiguous purpose and independence of the commissioning company.

- **The focus of shareholding**

One of the common threads in your patai is a focus on shareholders: who they are, categorization, and how they inform decision-making and the powers they will exercise. The constitution and shareholders agreement have been written to strengthen as much as possible the independence and skill basis of the board who are the ones who will make the commissioning decisions in accordance with the shareholders approved strategy. It is the absolute intention of the Working Party, that commissioning decisions will be based on whanau need, evidence and insights, and made independent of provider interests.

The intention is that shareholding is evidence of community buy-in, a commitment to a collaborative community approach and mandate for this process.

Those who take up shareholding are doing so in good faith and with a commitment to work collaboratively through issues.

Shareholders elect the directors who are bound, as stated in the constitution, to implement the agreed strategy. The purposes of the company are exclusively charitable and include:

(a) *to relieve poverty and hardship by commissioning, funding, collaborating and supporting through evidence based decision-making initiatives that directly assist individuals or communities experiencing social, economic, or material disadvantage;*

(b) *to advance education by commissioning, funding, and supporting programmes that improve access to learning, skills development, capability building, and knowledge for the public benefit; and*

(c) *to advance community wellbeing and achieve whanau self-reliance by commissioning, funding, and supporting services and initiatives that are beneficial to the community, and which are analogous to purposes recognised by New Zealand law as charitable,*

within the Tairāwhiti Region.

The board will be required to act in accordance with the company's stated purposes and be clear and unequivocal in its understanding of its role and powers. The board will be guided by the needs and priorities of whanau and their preferences in regard to service provision and service models.

The shareholding model we have proposed is to enable community participation in key decisions, like the election of the board, to be inclusive and achieve a mandate that is reflective of our diverse Tairawhiti community. Those organizations, including TRONPnui and/or its subsidiaries, who choose to take up shareholding are doing so in good faith and with a commitment to working together for the betterment of the community, and not individual entities or clusters of entities.

Questions from TRONPnui and Answers from the Working Party

Clarifying shareholding eligibility across related entities

1. **Can separate legal entities within the same wider iwi group each hold shares if they meet the criteria for different shareholder classes?**
   For example, could Te Rūnanganui o Ngāti Porou hold shares in the iwi class, Ngāti Porou Oranga hold shares in the social services provider class, and Toitū hold shares in the philanthropy class?

Yes, separate legal entities in a wider group, such as iwi, can hold shares in different share categories; e.g., the Runanganui could hold shares in the iwi sector, and Ngati Porou Oranga in the provider sector. Some community feedback highlighted ambiguity on the involvement of iwi in the philanthropy category. To address this ambiguity the shareholders agreement will confirm that the iwi charities do not fall within the philanthropy sector because they are focused on their beneficiary class defined by whakapapa as opposed to the broader community span of the other philanthropic organisations. There are many other organisations who have charitable purposes, and are not part of the philanthropy shareholding category.

The Working Group has given due consideration to finding the right balance between recognizing the unique role, interests and concerns of iwi, and the interests and concerns of the broader community. We have received some community feedback expressing concerns about iwi dominating all shareholding categories and we have received feedback expressing concerns that if iwi are not present, some communities could miss out on being represented. The shareholding categories and weightings have been deliberately allocated to ensure that our bid is inclusive and reflective of the Tairawhiti community.

2. **The materials state that a shareholder holds shares in one sector only. Does that restriction apply only to each individual legal entity, or does it also apply across related entities within the same wider group?**

Correct, a shareholder, will hold shares in only one of the shareholding categories. However, there is no restriction preventing related entities from being a shareholder in another shareholding category. As previously stated, the Runanganui can be a shareholder in the iwi category and Ngati Porou Oranga can be a shareholder in the provider sector.
As previously stated, there are some limitations that will apply to the selection of categories, i.e. only recognized, mandated iwi organisations will be eligible to become shareholders in the iwi category, only organisations meeting the philanthropy eligibility requirement will be members of the philanthropy shareholder category, and there will also be rules applying to existing subsidiaries, which is described below.

3. **If related entities can hold shares across different classes, how will “relatedness” be assessed for voting, conflicts of interest, and governance purposes?**

Relatedness in respect to voting is not considered an issue. Regarding conflicts of interest the key conflict is at the Board of Directors level and relating to commissioning decisions. To that end we have included in the Director eligibility criteria that; directors cannot be (currently or in the past 3 years) an officer, employee of, or contractor to, a social services provider. Those who contract for funding from the Community Commissioning entity cannot have an officer, employee, or contractor on the Community Commissioning entity board, making decisions on their funding.

Relatedness is seen as a positive benefit in the entity and Local Groups as defined by the SIA. This is the point of being place based and local.

4. **If related entities cannot hold shares across different classes, where is that restriction recorded in the Constitution, Shareholders Agreement or eligibility criteria?**

Related entities can hold shares across different shareholding categories, subject to the limitations applied to philanthropy and subsidiaries. Please refer to the answers to questions 1, 2 and 3 above.

5. **Will Manaaki Tairāwhiti provide a written position on whether Ngāti Porou-related entities can participate in more than one shareholder class before decisions are required?**

The Tairawhiti Community Commissioning Working Party has provided written statements on Ngati Porou related entities, refer responses to questions 1-4 above. Ngati Porou related entities can be in different shareholding categories, subject to the philanthropy limitation, and the subsidiary limitation described below).

6. **If multiple Ngāti Porou-related entities are eligible, would each have separate voting rights attached to their shares, or would they be treated as a single aligned interest for any purpose?**

Yes, TRONPnui would have shares under the iwi category and Ngati Porou Oranga would have shares under the provider category.

7. **Would the same approach apply to other iwi, NGOs, philanthropic entities or organisations that have related governance, ownership, funding or leadership relationships?**

Yes, the approach is universal.

8. **How will the model avoid inconsistent treatment between formal legal independence and practical alignment of interests?**

   For example, some entities may be separate on paper but closely aligned in practice through whakapapa, governance, contracts, shared leadership or strategic interests.

The approach does not stop alignment of interests. There is no constraint or objection to groups working together along whakapapa lines or any other lines, because that's the nature of the community that we are serving through this entity. However, to allay any fears and concerns that an organization with multiple entities could dominate shareholders or a specific shareholding category, criteria for shareholding will be tightened to prevent a proliferation of subsidiaries for shareholding purposes only.

9. **Will the shareholder register identify related entities or associated interests, or will it only list each legal entity separately?**

Yes, the shareholders register will list each legal entity separately and will not notify related or associated interests

10. **Before shareholders vote on the establishment board or approve key documents, will all shareholders be given enough information to understand not only who the shareholders are, but whether any of them are related or aligned?**

All eligible shareholders will be provided with a list of shareholders and all the information required to enable them to make informed decisions on the election of the establishment board and for approval of key documents. Relatedness will not be highlighted.

Shareholding composition and likely interests

11. **Can you provide an indicative list of the organisations likely to be invited or expected to become shareholders in each class — iwi, social services and philanthropy?**

A list of indicative organisations can be provided on 12 June 2026. TRONPnui would need to sign up and then could withdraw once you can see the organisations that were approached and have agreed to sign the shareholder agreement.

Again, to highlight, the power of shareholding is in those matters reserved for shareholder decisions, such as the election of the board and agreeing the strategic direction. Because smaller organisations will take longer to do their due diligence and undertake shareholding, the establishment board has a limited term. There will be a full re-election of the board after the second tranche of shareholding is released sometime in the next 12 months. Given the level of interest, this timeframe may be shortened to within the first six months.

12. **For the NGO/social services class, what types of organisations are likely to be shareholders — large providers, smaller community organisations, kaupapa Māori providers, national NGOs operating locally, or regional collectives?**

Large providers, small community organisations, kaupapa Maori providers and regional collectives are eligible to become shareholders if they are a legal entity. National NGOs operating in the local community may be eligible to become shareholders, if their staff and governance are based in Tairawhiti. Having said that, it is highly unlikely that National NGOs will meet this criteria and our emphasis on, and commitment to, local decision-making is a hallmark of our approach.

13. **Are any likely NGO shareholders already closely connected to iwi shareholders through governance, contracts, shared leadership, whakapapa relationships, joint ventures, or existing service partnerships?**

While we have not sought any specific information or clarifications from likely NGO and iwi shareholders on the nature of their relatedness, in terms of whakapapa relationships, governance, shared leadership, contractual, joint venture or service partnerships, it is anticipated that these will exist.

14. **How will Manaaki Tairāwhiti assess whether a prospective shareholder is sufficiently independent, or whether its interests are materially aligned with another shareholder or shareholder group?**

This is not the Working Party's or Manaaki Tairawhiti's role. There is a vetting process to ensure organisations meet the shareholder eligibility requirements in the shareholders agreement. See above - interconnectedness of existing entities is acceptable. If entities have been in existence for some time, are operating in the field, and fulfil the eligibility criteria, we see no reason to exclude them.

15. **Will the final shareholder register, including sector allocation and shareholding percentage, be available to all shareholders before they are asked to formally confirm participation?**

Yes, the final shareholder register, including sector allocation and shareholding percentage, will be available to all shareholders before they are asked to vote on key establishment and pre-incorporation matters. A number of shareholders have already confirmed their full acceptance of shareholding.

16. **Will prospective shareholders be able to understand the full shareholder composition before voting on the establishment board and approving the Shareholders Agreement?**

Yes, prospective shareholders will be provided with a list of all shareholder to help them understand shareholder composition before voting on the establishment board and approving the Constitution and Shareholders Agreement. See above.

Shareholding allocation and voting power

17. **Can you walk through how voting would work in practice for major decisions, including board appointments, approval of strategy, changes to constitutional documents, issuing new shares, and approving major transactions?**

All significant shareholder decisions require a special resolution; a 75% majority of shareholders present, voting to approve. A number of the major shareholder decisions are bound by the rules in the Companies Act and the normal process of shareholder decision-making that applies to annual and special general meetings will apply.

The initial pathway to the creation of the company (as envisaged by the Working Party and consulted on with the community) has been set in the initial phase of the company. That is:

1) that an initial establishment board of 3 will be appointed and an initial tranche of 100 shares will be issued on incorporation, so that the company is in existence to submit the EOI on the 12th June and, if successful, to enter into the Design and Discovery contract phase with SIA.

2) A second tranche of 900 shares will be issued, and a second election of a full 5-person board will happen within the first 12 months. This will enable the outcomes of the Design and Discovery work to be completed and the company to be well-established with a full complement of board members and shareholders from across the community. This will ensure that commitments made to the community are upheld. Beyond that, however, the company, the shareholders and the board will act in accordance with the strategic plan, the law and constitutional documents. This will be particularly true after the Design and Discovery year when there is likely to be a lot of new information available.

18. **In decisions where voting occurs by poll and is weighted by shares, what percentage of votes would be required for ordinary and special resolutions?**

The thresholds for shareholder decisions are as per the default rules; for ordinary resolutions, by a simple majority; and special resolutions, by 75%.

19. **Have you modelled likely voting scenarios once all shareholder classes are populated — for example, where iwi shareholders vote together, where social service providers vote together, or where a group of aligned shareholders across sectors vote together?**

Yes, based on those who have currently responded and generally on those who have been approached to be shareholders. For the areas where shareholders can make decisions, the shareholders will need to work together to reach the decision-making thresholds. That's the modelling in its simplest form. Those individual Iwi, providers and philanthropic organisations who have indicated their support for the shareholders agreement and constitution to date are committed to this collaborative process and acting in the best interests of Tairawhiti as a whole

20. **What safeguards exist if a bloc of shareholders is able to consistently determine board appointments or major decisions?**

There are the standard safeguards within the Companies Act to protect minority shareholders and shareholders who feel that there is prejudicial decision-making.

The SIA partner in this process would not allow capture and conflicts of interest to manifest in the commissioning process without remedy.

21. **If several shareholders have aligned interests but sit across different sectors, how would the model identify and manage that alignment?**

See above.

22. **Is there any mechanism to prevent one group of aligned shareholders from exercising de facto control, even if no single shareholder has control on paper?**

See above.

Conflict of interest and provider-shareholder issues

23. **How will conflicts be managed where shareholders are also providers, potential providers, or connected to providers seeking commissioning contracts?**

As previously stated, the shareholders do not have any decision-making rights in regard to commissioning; responsibility sits solely with the board. At the board level,
there are strong conflicts of interest clauses in the constitution including, all director candidates must comply with director eligibility criteria, including, a 3 year standdown period between serving as a governance member, a staff member, or contractor in any social service provider organization who is seeking or may seek funding from the Community Commissioning entity. The independence of the board is a cornerstone of our proposal.

24. **Will a shareholder who is also a provider be restricted from voting on strategy, board appointments or major decisions that could affect future commissioning priorities?**

As previously stated, shareholders will be required to approve the strategic plan, elect the board, and approve other important decisions reserved to shareholders under the Companies Act and/or the shareholders agreement. Therefore, shareholders will not be restricted from voting on strategy, board appointments or major decisions. Participation in design and voting is encouraged. However, shareholders will have no say on commissioning contracts. The conflict of interest is managed through the constitution and shareholders agreement at the board level.

25. **How will the model distinguish between a direct conflict of interest and a broader strategic interest that many shareholders may have as providers or iwi entities?**

The model embraces community and the community of interests in social investment strategy. But to avoid conflicts of interest, an independent board appointed by the shareholders will make the contracting decisions aligned with the shareholder approved strategy.

26. **Could conflict rules have the practical effect of excluding iwi or provider**

shareholders from decisions that materially affect their rohe, services or communities? If so, how will that be avoided?

No,
Currently an Iwi or provider applies to the government for funding for an area determined by the government. The Iwi or provider doesn't determine the area that the government will fund. And the Iwi or provider has no input in to who makes the funding decision.

There is no guarantee of funding for an organisation beyond a political term (or 3 years).

This is the current situation.

There are no conflicts of interest because the Iwi or the provider has no say on who the funder is and the strategy under which they, the funder will allocate/contract out funding.

We are proposing three significant changes to lead to greater wellbeing for our whanau in Tairawhiti.

Firstly, that the government significantly funds social investment instead of social deprivation and move our whanau into true wellbeing. This is through a strategy that the shareholders, including Iwi and providers, will approve. Some of the services to fulfil the strategy will be purchased through the government. Some will be purchased outside of the government.

Secondly, the shareholders, including Iwi and providers, will determine the board who makes the decisions on the social investment services that are purchased by the Community Commissioning entity. The directors must have the requisite community commissioning skills and 4 out of 5 must be based in Tairawhiti.

Finally, we are looking at 10-year contracts – not 3-year contracts.

In our view an Iwi or provider will have a greater influence on decision making and funding allocated through this process than the status quo.

27. **Will there be a public or shareholder-accessible interests register covering directors, senior staff, shareholders and related entities?**

Yes, that's standard practice.

28. **How will related-party interests be identified where relationships are not formal ownership relationships, but are still practically significant?**

There is no legal control in New Zealand on non-formal relationships inside of any entities. It would be highly unusual to attempt to control that, not to mention completely impractical. Again, understanding and relationships with the community are understood, provided there is clear conflict of interests management. This is quoted as part of what the SIA is seeking in Local Groups who undertake community commissioning.

Ngāti Porou-specific and rohe implications

29. **How will the entity make decisions where a commissioning activity materially affects one iwi rohe more than others?**

Four key preliminary points:

1. Arguably, based on the current government funding system (across housing, health, education and social development) and CENSUS 2023 results, Iwi rohe are more materially affected than other Iwi now:
    a. In the poverty sector 21.9% of Ngati Porou within Tairawhiti earn less than $30,000 per annum but for Te Aitanga a Mahaki it is 44.9% who earn less than $30,000 per annum.
2. No contracts in place as at 1 July 2026 will be affected.
3. The focus of the EOI is on making more funding available to the region – not less.
4. The strategy, well-being plan, design and discovery are all focused on getting better wellbeing outcomes for whanau in areas where the government is prepared to invest.

If the needs of an Iwi and its rohe are within the strategy and wellbeing plan AND that area is funded by the government THEN services must be purchased by the Community Commissioning entity to meet the needs of the whanau of that Iwi in that rohe.

Commissioning decisions will be made on the basis of evidence and insights into whanau need and what works for whanau interests within the strategy for wellbeing which is the basis for any services purchased by the Community Commissioning entity. The strategy should prioritise .geographic or rohe centric needs from families (e.g., after a weather event impacting one community and their wellbeing/mental health). How those decisions are made will be considered in the Design and Discovery phase.

30. **Will there be a process for iwi-specific engagement where proposed commissioning decisions affect that iwi's rohe, whānau, services, data or existing infrastructure?**

We reiterate the response in 29 above in that our expectation is that resourcing to meet whanau need across the rohe will be increased.

Yes, we support iwi-specific engagement. As above, how decisions are made will be considered in the Design and Discovery phase.

31. **Would Manaaki Tairāwhiti consider iwi relationship schedules or rohe protocols to sit alongside the Shareholders Agreement?**

The Working Party agrees that the Community Commissioning entity must:

1. Not be a defacto replacement for the Crown for any Treaty of Waitangi agreements that a Post Settlement Governance Entity has with the Crown.
    a. To reinforce this we agreed on 26 May 2026 for Dayle Takitimu to provide the

appropriate wording to Tira Johnson to be reflected in the constitution, EOI and any future contracts.

2. Adhere to any legally binding Iwi relationship schedules on existing social investment between the government and a Post Settlement Governance Entity.
3. Adhere to any legally binding Iwi relationship schedule on social investment developed between the government and a Post Settlement Governance Entity.

32. **How will the model avoid regional commissioning decisions overriding or diluting existing Crown–iwi relationships?**

We reiterate the response given above in 31.

Existing specific legally binding agreements between the government and a PSGE on social investment must be adhered to by the Community Commissioning entity.

The Ngati Porou settlement was legislated in 2012. TRONPnui has had 14 years to work through its relationship with the Crown acting through the government of the time.

33. **If a decision materially affects Ngāti Porou Oranga or other Ngāti Porou entities, what process would apply before that decision is made?**

While it would be good practice/normal practice to engage with any provider who is materially impacted by decision-making we cannot guarantee any provider contracts through this process. The board will make its decisions based on evidence and insights into family needs and what works for family.

It is highly unlikely that there will be any major disruptions to provider contracts based on community commissioning for some time. However, it would be both naive and duplicitous to suggest that there will not be disruption. If we all agree that the system is not working for whanau then we must disrupt it to make it work.

The year of Design and Discovery is intended to detail exactly how commissioning will work in practice. What is clear is that the government is seeking a well-designed relatively low risk change process. It is highly likely that there will be multiple commissioning relationships in region for quite some time. We are aware that government agencies (MSD, Oranga Tamariki et al) are continuing their own devolution pathways including directly with iwi. There will also still be Crown operated services in region for some time. That's why the Working Party has committed to principles of operation rather than the details. The partner in this process, the SIA, clearly has knowledge and information to bring to the table during that design year that may materially impact how this will operate.

34. **Would Manaaki Tairāwhiti support a principle that no substantive funding transfer affecting existing iwi provider arrangements occurs until rohe, conflict, data and transition protections are agreed?**

See response to question 33.

Funding transfer and transition risk

35. **Would existing contracts held by current providers be transferred into the new commissioning entity, recommissioned, or left with current agencies during the Discovery and Design phase?**

See response to question 33.

36. **What is the proposed approach to existing provider contracts during transition?**

See response to question 33.

37. **Would there be any protection period for existing contracts before recommissioning occurs?**

See response to question 33 above.

38. **How will service continuity be protected if the new entity changes funding flows or commissioning priorities?**

See response to question 33 above.

39. **How will the entity avoid destabilising major existing providers before the future commissioning model is fully tested?**

See response to question 33 above.

Conditional participation and future decision points

40. **If Ngāti Porou participates in the EOI, will that be treated as endorsement of the final model, or can participation be expressly conditional?**

Yes, it is acceptable for participation to be conditional. The Design and Discovery phase provides our community, shareholders and the company with the opportunity to work with the SIA to clarify matters and resolve issues. Shareholders will be better placed to make a decision about their ongoing participation.

Depending on your intentions, TRONPnui could be a shareholder at establishment stage, or in the second tranche, and then withdraw if dissatisfied with progress during the Design and Discovery phase on the creation of the new model.

Alternatively, TRONPnui can choose not to take up shareholding and participate through an MOU instead. We have an MOU in place with GDC, a draft with Trust Tairawhiti (who are a shareholder but with whom we are seeking an MOU on strategic practice). There is also an MOU in development with the Iwi Maori Partnership Board.

41. **Would Manaaki Tairāwhiti support an addendum or side agreement recording that Ngāti Porou participation is subject to matters being resolved during Discovery and Design?**

The Working Group would consider entering into an addendum or side agreement with TRONPnui recording that TRONPnui's and/or its subsidiaries' participation is subject to matters being resolved during the Discovery and Design phase.

42. **What formal review point will shareholders have after Discovery and Design, before any substantive commissioning authority or funding transfer occurs?**

Yes, we anticipate that the company will prioritise a review point given the importance of that design year and the fact that its outcomes are unknown. The EOI expresses the principles and commitments of the Working Group's intentions. The unknown is what limitations the SIA will put on those ambitions and goals.

43. **Can a shareholder withdraw if the final model does not address material concerns? If so, what are the consequences?**

Shareholders can withdraw at any point. The shareholder's shares will be re-distributed within the same shareholding category. There are no other consequences. Tairawhiti entities and organisations that are not shareholders are still eligible to become commissioned providers of services to Tairawhiti whanau. Furthermore, it does not remove the expectation and, or requirement of the board to ensure that services are commissioned for whanau and communities with prioritized needs, who may be associated with or aligned to a former shareholder.

44. **Would Manaaki Tairāwhiti support an agreed escalation process if Ngāti Porou has unresolved concerns during Discovery and Design?**

The Working Group, is happy to commit to working closely with TRONPnui during the Discovery and Design phase to address and hopefully resolve issues and concerns, including an agreed escalation process. This is the approach we would take with all key organisations in the region.