MINUTES

ANNUAL GENERAL MEETING 2021 

**Name:** 58th ANNUAL GENERAL MEETING

**Date:** Wednesday, 22 September 2021

**Time:** 12:30 PM to 1.30 PM

**Location:** Cancer Society Offices, Corner of Beale and Grey Streets, Hamilton East

Via Zoom to members in other locations.

**Board Members:** Jim Primrose, Maurice Gianotti, Shelley Campbell, Sally Powdrell, Allan Pracy, Ellyn Proffit, Kim Richards, Ruth Ross, Matthew White, Karen Bennett.

**Attendees:** See Appendix 1 Attached

# Opening Meeting

## Welcome & Apologies

## Welcome

Charlie Poihipi welcomed members to the AGM with a mihi whakatau and karakia.

Dr Jim Primrose chaired the meeting, which was attended both in person and via Zoom.

Staff member, Kylie Dyet, explained Zoom meeting protocols including voting.

Dr Primrose welcomed to the meeting past President and life member Murray Loewenthal, the guest speaker Jan Smith, Board members and staff members.

 **Apologies**

Apologies received were read out as per Appendix 2 attached. The apologies were accepted.

**Decision Date:** 22 September 2021

**Mover:** Matt White

**Seconder:** Sally Powdrell

**Outcome:** Approved

## Minutes of Previous AGM

## The minutes of the 57th Annual General Meeting, held on 16 September 2020, had been made available on the website and were confirmed as presented.

 **Confirmation of Minutes**

The minutes of the 57th AGM of 16 September 2020 were approved as a true and correct record.

**Decision Date:** 22 September 2021

**Mover:** Ruth Ross

**Seconder:** Murray Loewenthal

**Outcome:** Approved

### Matters Arising:

There were no matters arising from the minutes.

# Division Reports

## Annual Report 2021

The Chair spoke to the annual report. The annual report has continued to be in a compact format with a summary version of the accounts. The annual report and a full set of the financial accounts were available on the Division website from 15 September 2021.

The Chair commented that he was extremely proud of the staff and volunteers at Cancer Society during a challenging and unprecedented year. The Division’s strong relationships and collaborations with District Health Boards, other Divisions, volunteers and partners ANZ and the Lions had proven their value during both the COVID-19 pandemic, and the recent Waikato DHB cyber attack, and allowed us to keep services open. He noted special thanks to Chief Executive Shelley Campbell for her impressive contribution both to the Division and the wider health sector as a respected health leader.

The Chair moved that the Annual Report for the year ended 31 March 2021 as distributed be adopted. (Seconder: Matt White)

The Chair opened up the motion for discussion.

 **Annual Report 2021**

Members agreed to adopt the Annual Report for the year ended 31 March 2021.

**Decision Date:** 22 September 2021

**Mover:** Dr Jim Primrose

**Seconder:** Matt White

**Outcome:** Approved

## Financial Statements 2021

A resolution was moved that the audited Statements of Financial Performance and Financial Position as circulated with the Annual Report for the year ended 31 March 2021 be adopted.

(Ruth Ross/Maurice Gianotti)

Matt White spoke to the Finance Report.

The financial performance for the year resulted in an operating deficit of $121.6K.  The COVID-19 pandemic impacted our traditional revenue streams of fundraising, donations and Lodge income. The comprehensive surplus of $813.5K was a result of a significant gain on the fair market value of the investments at the end of March 2021, of $935K. Expenditure was well controlled and within budget. The organisation remains in a sound financial position with a strong portfolio of investments.

The Chair opened up the motion for discussion.

 **Financial Statements 2021**

Members agreed to adopt the Finance Report for the year ended 31 March 2021.

**Decision Date:** 22 September 2021

**Mover:** Ruth Ross

**Seconder:** Maurice Gianotti

**Outcome:** Approved

# Election of Board Members

# Ruth Ross took over the role of Chair for this section of the meeting.

## 3.1 Board Members

One third of the Board are required to retire by rotation, being those who have been longest in office since their election: Jim Primrose, Matt White and Maurice Gianotti. Jim Primrose, Matt White and Maurice Gianotti offered themselves for re-election.

During the year Alan Pracy was co-opted onto the Board and stood for re-election. Alan is a director of Colliers International, based in the Waikato.

In addition to the positions above, there were three vacant positions.

Two further nominations had been received by the Chief Executive.

Hugh Lees of Tauranga formerly a Paediatrician at Tauranga Hospital and Chief Medical Officer Bay of Plenty DHB.

Tony Kinzett of Tauranga, formerly Chief Executive of First Mortgage Managers Ltd, trading as First Mortgage Trust.

 **Election of Board Members**

There being less candidates than vacant positions, members agreed to elect the following persons to the Board for 2021/2022:

* Jim Primrose
* Matt White
* Maurice Gianotti
* Alan Pracy
* Hugh Lees
* Tony Kinzett

**Decision Date:** 22 September 2021

**Mover:** Ruth Ross

**Seconder:** Jill Rumney

**Outcome:** Approved

The Chair announced that as per the Rules of the Division, office holders on the Board would be appointed at a meeting of the Board held within 20 days of this Annual General Meeting.

Jim Primrose resumed as Chair of the Annual General Meeting. He noted that a brief Board meeting would be held immediately after the AGM to deal with appointment of officers.

The Chair congratulated all Board members, with special congratulations going to new Board members Tony Kinzett and Hugh Lees. The Division would benefit from strengthened representation on the Board from the Bay of Plenty area.

# Notice of Motions

**4.1 Appointment of Auditors**

PKF Hamilton Audit Ltd, were appointed as independent auditors for the 2021 financial year audit. The Board recommended that PKF Hamilton Audit Ltd be appointed as the Division’s auditors for 2022.

 **Appointment of Auditors**

Members of the Division agreed to appoint PKF Hamilton Audit Ltd as the Division’s auditors for the annual financial audit for 2021/2022.

**Decision Date:** 22 September 2021

**Mover:** Matt White

**Seconder:** Maurice Gianotti

**Outcome:** Approved

# General Business

The Chair made comment on the Federation strategic project Anga Whakamua/Forward Together.

* Information has been provided in the Annual Report which is on the website.
* Earlier this year we made members aware that the Federation is undertaking a review of governance.  While it’s still early stages, I wanted to alert you as members to what is proposed, because as members any future decisions about change will be up to us to decide and then vote on at the 2022 AGM.
* In looking at how to improve governance, accountability and decision making, the Cancer Society Federation has proposed 3 options for consideration.
* Option 1 is largely status quo and would see very little change to our division, board and incorporated society
  + Option 2 would see our division expand to become a region – effectively the Midland region with the suggestion that we consider moving from an Incorporated Society to a Community Trust
  + Option 3 would see the most significant change and involves all divisions merging to form one single entity with a national Board and again a community Trust model.
* The Board, staff and other members have taken an active interest in this review over recent months and have attended both in-person and online events, resulting in formulating a draft divisional response which is due later this week.
* In summary, we welcome change that benefits the people and communities we serve, our Division and all New Zealanders affected by cancer.
  + We believe under option 1 (which has the least change) there are still improvements that need to be made to assist with quality governance and support to people affected by cancer across New Zealand.
  + There is also merit in understanding more about the benefits of a regional approach (option 2) that better align with cancer networks and the services that people receive.  We are open to understanding more of the strengths and weaknesses of a community trust model vs an Incorporated Society and the costs of any change.
  + While option 3 may look simpler we have a number of concerns around the ability of centralised governance to connect to and represent our communities; the cost of change and the transfer of ownership of assets such as our Cancer Society Lions Lodge to a national entity.  The view of all members expressed to date indicates there is very little support for option 3 from our division.
* All change carries with it both opportunities and risks and it’s possible that where we land up will be a combination of these options or perhaps a different option entirely.
* We should however ensure that we are well informed and actively engaged along this process.  If you wish to discuss this further or contribute your own thoughts to the divisional response, please contact Shelley and the team following this meeting.  You are of course welcome as members to submit an individual response and the team can provide you with the contact details for this also.
* A reminder that no change will occur over the next year and a formal vote would be required by us as members at the 2022 AGM to make any changes to our rules, if that was our wish to do so.
* We welcome member’s suggestions on how you would like to be kept involved over the next year to ensure that all our members are well informed by the time we meet at the 2022 AGM – hopefully in person!

1. Guest Speaker

The guest speaker for the meeting was Jan Smith, Regional General Manager for Midlands for Te Aho o Te Kahu, the Cancer Control Agency. She was introduced by the Division Chief Executive, Shelley Campbell. Jan is well known to people in the Midland Region, because she has a long history in cancer control. Jan talked about the impact of health reform on cancer care in the Midlands region and their main areas of current focus.

The Chair thanked Jan Smith for attending and for her informative presentation.

# Close Meeting

The Chair thanked everyone for their attendance and especially past President Murray Loewenthal who maintains an active interest in the Division. In addition, he expressed his grateful thanks to Chief Executive Shelley Campbell for her vision and leadership during the year and the Board, volunteers and staff for their work and dedication.

## The meeting closed at 1.26pm.

**Signature: Date:**

## APPENDIX 1

**Waikato/Bay of Plenty Division Cancer Society of New Zealand**

**Annual General Meeting 22 September 2021**

**Attendees**

|  |
| --- |
| Maurice Gianotti |
| Jim Primrose |
| Vicki Dranguet |
| Ellen Fisher |
| Ellyn Proffit |
| Hugh Lees |
| Tony Kinzett |
| Alan Pracy |
| Kylie Dyet |
| Priscila Arias |
| Zoe Howell |
| Nicola Bowe |
| Kim Richards |
| Murray Loewenthal |
| Jo-Anne Reid |
| Nicole Waugh |
| Andrea Youngs |
| Louise Quertier |
| Charlie Poihipi |

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| Helen Little |
| Alison Duncan |
| Jill Rumney |
| Shelley Campbell |
| Sue Ratcliffe |
| Matt White |
| Jim Primrose |
| Sally Powdrell |
| Ruth Ross |
| Wai Crombie |
| Penny Parsons |
| Pip Stephenson |
| Henny Swinkels |
| Angelique Ensor |
| Kate Mason |
| Diana McDonald |
| Renee Bolkowy |
| Shay Rout |
| Jan Smith (Guest Speaker) |

## APPENDIX 2

**Waikato/Bay of Plenty Division Cancer Society of New Zealand**

**Annual General Meeting 22 September 2021**

**Apologies**

|  |
| --- |
| Sue Worth |
| Mereanna Whaaka-Murch |
| Carrick Davidson |
| Mike Hanaray |
| Ngaire Lepper |
| Colin and Annette McAllister |
| Margaret Grant |
| Karen Bennett |