



**MINUTES OF THE MEETING OF THE
AUCKLAND MUSEUM TRUST BOARD
Horotiu room, Level 2, Auckland Museum
9am, Thursday 24 April 2025**

Present: Ms Rachael Tuwhangai (Chair); Mr Alastair Carruthers (Deputy Chair); Lupematasila Misatauveve Dr Melani Anae; Ms Melissa Firth; Ms Penny Hulse; Mr John Judge; Mr Martin Mariassouce; Mr Ben Palmer; Distinguished Professor Emeritus Paul Spoonley; Professor Emeritus David V Williams

Apologies: Nil

Also present: David Reeves, Chief Executive; Director Catherine Smith, People and Organisation; Jignasha Patel, Director Enterprise, Finance and Property Services; Catherine Hammond, Director Collections and Research; Te Arepa Morehu, Tumuaki Māori; Victoria Travers, Director Audience and Engagement; James Liddell, Executive Officer; Danielle Uniza, Board Secretary

1. Board only time

The discussion ended at 9.50am. No decisions or resolutions were made.

2. Welcome

The Chair welcomed everyone present.

2.1 Apologies

There were no apologies at the meeting.

2.2 Register of interests

No interests were declared. It was requested that the register only contain interests from Board members.

3. Confirmation of minutes for 27 February 2025 (open session)

RESOLUTION 2025/13

Moved Ben Palmer, **Seconded** David Williams

That the Trust Board:

1. CONFIRMS the minutes for the meeting held on 27 February 2025 (open session) as a true and accurate record, subject to including a comment that comments were provided by Alastair Carruthers despite being an apology for the meeting.
2. AGREES to publish the open minutes on the Auckland Museum's website.

CARRIED UNANIMOUSLY

4. Actions from previous meeting

The Trust Board noted the status of actions from the previous meeting.

5. Chief Executive's report (open session)

The Chief Executive provided an update on various matters, and indicated that visitation has remained steady overall. Although the Bloodsuckers exhibition did not meet targets, it resulted

in a successful partnership with the NZ Blood Service, securing almost 200 donors, including 103 first-time donors. A full debrief will be conducted at the end of the exhibition.

The pop-up cinema generated \$358,000 gross revenue, with costs around half; equipment has been retained for future use.

A gala event tied to the Diva exhibition is tentatively planned for 29 August, aiming to raise funds for the Natural Environment Galleries and build a community of financial support for the Museum. It was suggested that details could be refined with the Centenary Campaign Committee (as proposed for establishment in Item 9 of the agenda). The Board, however, expressed that gala work should be absorbed into business-as-usual to maintain the Committee's focus on the Centenary Project.

Overall visitation shows signs of wider cultural sector decline. With Māori Court closure now in place, impacts on tourism visitation are being monitored with industry partners but initial conversations do not point to a significant decline. Auckland Museum staff have been invited and will attend the MET's opening of the Oceania and Pasifika galleries in New York in late May.

Concerns remain about Treaty-led conversations proceeding without sufficient Trust Board involvement, with a need to address key-person dependency risks.

The Trust Board received the report.

Actions:

- The Trust Board agreed to the recommendation made by the Chair to establish a joint steering group between the Trust Board, the Taumata, and Management.
- The Trust Board agreed for a workshop to be held at the June Trust Board meeting to progress Te Tiriti-led discussions.

6. Health and Safety Update

The Trust Board requested that the Health and Safety report be updated to show numbers rather than percentages, due to the small sample size. No major issues were raised.

The public response to the rainbow poppy shared through marketing was discussed. Questions were raised about how public communications are approved and how reputational risks are proactively managed, ensuring that a political lens is applied to external messaging and publications. The Trust Board recommended that specialist advice is sought in response to this request.

The Trust Board received the report.

Actions:

- The Museum's approach to managing potential reputational risk to be discussed at the June Audit and Risk Committee meeting, including bringing forward the planned review of the Museum's media policy.

7. Regularisation of the Endowment and Bequest trust

The Executive Officer provided an overview of the paper, noting that this has come following a previous decision made by the Trust Board at its February meeting. No concerns were raised.

RESOLUTION 2025/14

Moved John Judge, **Seconded** Rachael Tuwhangai

That the Trust Board:

1. **CONFIRMS** the execution of the following documentation to regularise the Auckland War Memorial Museum Endowment and Bequest Trust Deed and **RESOLVES** as follows:

Amendment of the Trust deed – Resolution of the Sole Trustee (Attachment 4)

- a. The death of Barry Cleave Turley be formally noted.
- b. The retirement of Bruce Thomas William Anderson be acknowledged and the Trust Board be authorised to sign the Notice.
- c. Pursuant to the powers contained in clause 10.1, the Trust Board amend the terms of the Trust Deed as set out in E [of Attachment 4] and enter into the Deed of Amendment of Trust Deed in the form presented to formally record such amendments.

Appointment of Auckland Museum Trust Board members as trustees – Resolution of the Trustees (Attachment 5)

- d. The Trustees accept their appointment as trustees of the Auckland War Memorial Museum Endowment and Bequest Trust and be authorised to enter into any documentation as may be required to vest the property of the Trust in the names of the Trustees.

Appointment of Chair and Deputy Chair

2. **APPOINTS** Ben Palmer as Chair and Melissa Firth as Deputy Chair of the Auckland War Memorial Museum Endowment and Bequest Trust.

CARRIED UNANIMOUSLY

Actions:

- A meeting of the Future Fund Trust and the Endowment and Bequest Trust be held in June to consider financial statements.

8. Adoption of the Annual Plan 2025-26

The Executive Officer provided an overview of the amended Annual Plan 2025-26, following the consideration of public submissions at the February 2025 meeting.

RESOLUTION 2025/15

Moved Penny Hulse, **Seconded** Melani Anae

That the Trust Board:

1. **NOTES** that the annual funding to be paid to the Museum by Auckland Council for the 2025/26 year is \$34.81m, as per the three-year funding agreement.
2. **AGREES** not to strike a levy on Auckland Council for the 2025/26 year, in accordance with the three-year funding agreement.
3. **ADOPTS** the 2025/26 Annual Plan in **Attachment 1**.

CARRIED UNANIMOUSLY

Actions:

- No actions.

The meeting was suspended at 10.56am for morning tea and resumed at 11.05am.

9. Establishment of Centenary Project Governance

The Governance and Planning Advisor provided an overview of the proposed Terms of Reference for Centenary Project committees, as requested by the Trust Board at its February meeting. The Board discussed the importance of ensuring that the remit for the Capital Campaign Committee (Committee) was clear, and flexible to respond to the changing fundraising landscape. This resulted in amendments to the Draft Terms of Reference on composition and skills, quorum, meeting schedule and remuneration provisions. It was emphasised that experience within the Committee in Te Ao Māori and Pacific peoples is critical as a large part of the Centenary Project

works relate to the Māori and Pacific galleries. The disestablishment of the Development Committee was confirmed.

To ensure that governance arrangements are streamlined, there was discussion on whether it was necessary to create a separate subcommittee within the Audit and Risk Committee to oversee the delivery of capital works associated with the Centenary Project. It was ultimately agreed that a further subcommittee was not required; instead, the Board emphasised the importance of adding an external, independent specialist capital project delivery expert into the Centenary Project Control Group. Further the Board resolved to have the operational Centenary Project Control Group (as at Attachment 3) report regularly to the Audit and Risk Committee, including reporting on its risk assessment and mitigation activities.

RESOLUTION 2025/16

Moved Melissa Firth , **Seconded** Ben Palmer

That the Trust Board:

1. ESTABLISHES the Capital Campaign Committee and ADOPTS its Terms of Reference as at **Attachment 1**, subject to:
 - a. Removing meeting schedule provisions and leaving these for the Committee to decide
 - b. Removing the number of Trust Board members that must be appointed
 - c. Clarifying expected composition requirements of its members, relating to experience in Te Ao Māori and Pacific peoples
 - d. Making remuneration of members at the discretion of the Trust Board
 - e. Increasing quorum to a 'majority' of appointed members
 - f. Requiring all agendas and minutes of the Committee to be made to the Trust Board.
2. CONFIRMS the disestablishment of the Development Committee.
3. AMENDS the Terms of Reference for the Audit and Risk Committee to include oversight over the Centenary Project Control Group, whose functions are detailed in **Attachment 2**.

CARRIED UNANIMOUSLY

RESOLUTION 2025/17

Moved Rachael Tuwhangai , **Seconded** Melissa Firth

That the Trust Board

1. APPOINTS Melani Anae, Penny Hulse, Melissa Firth and John Judge as members of the Capital Campaign Committee.
2. APPOINTS John Judge as Chair of the Capital Campaign Committee.
3. NOTES that nominated Board members may step down if there are too many members

CARRIED UNANIMOUSLY

The meeting was suspended at 12:21pm for lunch and resumed at 12.45pm.

10. Motion to exclude public under the Local Government Official Information and Meetings Act

RESOLUTION 2025/19

Moved Rachael Tuwhangai , **Seconded** Melissa Firth

That the Trust Board AGREES to exclude the public from the following proceedings of this meeting.

Item 11 Confidential: Confirmation of minutes

Reason for passing this resolution in relation to each matter	Particular interest(s) protected (where applicable)	Ground(s) under section 48(1) for the passing of this resolution
The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.	<p>s7(2)(a) - The withholding of the information is necessary to protect the privacy of natural persons.</p> <p>s7(2)(b)(ii) – The withholding of the information is necessary to protect information which would be likely to unreasonably prejudice the commercial position of the person who supplied it.</p> <p>s7(2)(i) – To enable the Museum to carry on, without prejudice or advantage, negotiations.</p>	s48(1)(a) The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.

Item 12 Confidential: Chief Executive’s Report (Closed Session)

Reason for passing this resolution in relation to each matter	Particular interest(s) protected (where applicable)	Ground(s) under section 48(1) for the passing of this resolution
The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.	<p>s7(2)(b)(ii) – The withholding of the information is necessary to protect information which would be likely to unreasonably prejudice the commercial position of the person who supplied it.</p> <p>s7(2)(i) – To enable the Museum to carry on, without prejudice or advantage, negotiations.</p>	s48(1)(a) The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.

Item 14 Confidential: Natural Environment Galleries Proposal

Reason for passing this resolution in relation to each matter	Particular interest(s) protected (where applicable)	Ground(s) under section 48(1) for the passing of this resolution
The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good	s7(2)(i) – The withholding of the information is necessary to enable any local authority holding the information to carry on, without prejudice or disadvantage, negotiations	s48(1)(a) The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good

reason for withholding exists under section 7.	(including commercial and industrial negotiations).	reason for withholding exists under section 7.
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CARRIED UNANIMOUSLY

Items 11, 12 and 14 were held in closed session by resolution of the Trust Board in accordance with the *Local Government Official Information and Meetings Act 1987*.

13. Report from Committees

13.1 Audit and Risk Committee meeting held on 3 April 2025

An update on the Audit and Risk Committee meeting held on 3 April 2025 was provided by the Chair, Ben Palmer. Key points included the update provided on the Natural Environment Galleries project, which is being discussed at the Trust Board meeting. The policy review program is being accelerated to ensure updates are completed within the required timeframes. Risk reporting processes remain robust, and cyber security measures were praised, with the team acknowledged for doing an excellent job in strengthening the Museum’s protections. The finance report forecast through to June 2025 shows a positive result, indicating strong financial management and stability.

Actions:

- Trust Board to have oversight over financial performance and risk reporting, consideration to be given to including these in Trust Board meeting agenda.

The Board receives the Audit and Risk Committee Chair’s report.

The Director Enterprise, Finance and Property Services presented the financial report for March. February presented concerns due to shortfall in international tourist visitation; however, March showed improvement, with visitation trends now tracking more positively, although not yet fully recovered to target. Visitation growth remains a focus, particularly following lower than planned visitation associated with the Bloodsuckers exhibition.

An internal staff member has now been appointed as the new Head of Finance, providing stability to the leadership team.

The Board receives the March financial summary report.

Actions:

- The Digital Marketing Strategy, including thoughts on an Artificial Intelligence Strategy, to be presented to the June Trust Board meeting.

13.2 Taumata-a-iwi meeting held on 5 March 2025

An update on the Taumata-a-iwi meeting held on 5 March 2025 was provided by Martin Mariassouce. Key matters discussed included the 1983 kōiwi repatriation, the Museum’s response to Wai262, and a regular update on He Korahi Māori activities to notify kaupapa Māori initiatives across the Museum.

Actions:

- A calendar of events be provided to Trust Board members, ensuring that relevant events (including those relating to Pacific peoples, etc.) are communicated.

- An invitation extended to the Chief Executive and Tumuaki Māori to share a copy of He Korahi Māori activities to the Board.

13.3 Pacific Advisory Group meeting held on 25 February 2025

An update on the Pacific Advisory Group meeting held on 25 February 2025 was provided via email by the Chair, Sarah McLean-Osborn as follows:

PAG had a site visit to the external storage at the end of February. It was the first time we have had a site visit and prior to this it has led PAG to consider where else it may be beneficial for us to visit and explore to help us with our role as PAG. We have new members joining PAG next week; this connects us with our Melanesian communities which we are excited for. Our PAG membership is a great mix of cultures, professions, age – all with the shared heart to make Tāmaki Paenga Hira a place our Pacific communities are proud of and are excited to visit.

We are looking forward to Ngā Kākano which not only has our wonderful Lupematasila Melani Anae speaking, but also one of our newer members ‘Alakihihifo Vailala taking part.

Actions:

- A report on Pacific Advisory Group activities to be provided at the June Trust Board meeting.

13.4 Auckland Museum Institute meeting held on 8 April 2025

An update on the Auckland Museum Institute meeting held on 8 April 2025 was provided by the Chief Executive. The Institute agreed to provide funding support for overseas engagement by two collections staff. Membership decline was discussed, with a focus on reversing the trend. The relationship with the Royal Society was identified as an area needing improvement.

Actions:

- A report on the Auckland Museum Institute initiatives be provided at the June Trust Board meeting.

15. Māori court void asbestos discovery

The Director Enterprise, Finance and Property Services provided an update on the current closure of the Māori court. No concerns were raised with how the issue is currently being handled, however the Board noted concerns relating to the potential four-year closure period should the asbestos remediation works be immediately followed by base build and gallery fit-out for renewal. It was emphasised that the issue must be resolved as soon as practicable, with a target reopening date for later this year.

RESOLUTION 2025/23

Moved Rachael Tuwhangai , **Seconded** Alastair Carruthers

That the Trust Board:

1. ADOPTS the revised Asbestos Management Plan as at **Attachment 1**.
2. NOTES the update provided on the Māori court void asbestos discovery as at **Attachment 2**.
3. NOTES the advice note provided by the Licenced Asbestos Specialist Consultant, AEREM, as at **Attachment 3**.

CARRIED UNANIMOUSLY

Actions:

- All key messages and advice regarding the Māori court void asbestos discovery to be placed in the ‘Resource Centre’ on Diligent.

Trust Board members and staff left the meeting room at 2.59pm to attend a walkthrough of the proposed rescoped area for the natural environment galleries and returned at 3.26pm. The Board resumed consideration of Item 14.

15. Meeting close

The Chairperson thanked members for their attention to business and declared the meeting closed at 3.31pm.