

MINUTES OF THE MEETING OF THE TRUST BOARD OPEN AGENDA

Thursday, 20 October 2022

Present: Richard Bedford (Chair), Rachael Tuwhangai (Deputy Chair), Melani Anae, Karen Avery, Alastair Carruthers, Penny Hulse, John Judge, Martin Mariassouce, Ben Palmer, Paul Spoonley

Apologies: Taumata-ā-Iwi Chair, Pacific Advisory Group Chair and the Chief Executive

By Invitation: Interim Chief Executive and Governance and Risk Manager

Executive Team: Director Public Experience, Director Enterprise and Finance, and Director People and Organisation

Item No.	AGENDA ITEM
<p>OPEN SESSION <i>The Trust Board meeting was convened by the Chair as an Open Session with material and discussion open to the public.</i></p>	
1	<p>OPENING - OPEN SESSION The Chair welcomed the Interim Chief Executive, the Executive Team and the Governance and Risk Manager to the Open Session.</p> <p style="padding-left: 20px;">1.1 Apologies Apologies received from the Taumata-ā-Iwi Chair, the Pacific Advisory Group Chair, and the Chief Executive were noted.</p>
2.	<p>GOVERNANCE</p> <p style="padding-left: 20px;">2.1 Minutes of the Previous Open Session Meeting The minutes of the previous open session Board meeting held on Thursday 25 August 2022 were taken as read.</p> <p style="padding-left: 20px;">There was one amendment to the draft minutes as follows: 4.4 Statements of Investment Policy and Objectives, paragraph two to read <i>“It was noted that the draft SIPO included provision for the Capital Use Investment pool to be invested in a moderate risk portfolio, with circa 30% growth assets and 70% income assets. This has been awarded to apply an asset allocation on the same basis as for Operational Fund.”</i></p> <p style="padding-left: 20px;">IT WAS RESOLVED THAT With the above amendment, the minutes of the open session Board meeting held on Thursday 25 August 2022 be approved as a true and correct record. Moved, Seconded and Carried</p> <p style="padding-left: 20px;">2.2 Matters Arising There were no matters arising from the minutes to record.</p> <p style="padding-left: 20px;">2.3 Action Item List All items on the action item list were covered in the closed session.</p>



<p>2.4</p>	<p>Executive and Governance Committee Charter</p> <p>The Executive & Governance Committee reviewed its Charter. Two amendments were agreed as follows:</p> <p>Under Committee Responsibilities - 4.7 Remuneration, Page 3</p> <p><i>“The addition of the following bullet point</i></p> <ul style="list-style-type: none"><i>ensuring that all salary decisions are recommended for approval on a ‘one-up’ basis i.e. approved by the manager one above the person to whom they report, or the board in the case of Tier 2 executives e.g. the Executive Team.”</i> <p>Under Committee Responsibilities - 4.8, Page 3</p> <p>Remove <i>“and governance policies and procedures”</i> as these are reviewed by the Audit & Risk Committee.</p> <p>IT WAS RESOLVED THAT</p> <p>The Trust Board accept the recommendation by the Executive & Governance Committee and approves the Executive & Governance Committee Charter 2022. Moved, Seconded and Carried</p>
<p>3.</p>	<p>STANDING ITEMS</p> <p>3.1 Chief Executive’s Report</p> <p>The Chief Executive’s report on strategic issues of note was taken as read. The Chair invited the Interim Chief Executive to speak to the report.</p> <p>Visitation Update</p> <p>There were 69,018 visits to the Museum in August, and 60,535 in September. This brings visitation for Q1 FY21/22 to 230,899, the highest Q1 visitation in the past nine years.</p> <p>Visitation has been strong thanks to a varied offer (<i>Peter the T.Rex, Ancient Greeks, Nature Boy</i>, and public programming), as well as strong visitation from education groups. Daily visitation has been on par with term-time in July, averaging 1,700 per day on weekdays and 3,000 per day on weekend days.</p> <p>Exhibitions</p> <p><i>Ancient Greeks: Athletes, Warriors, and Heroes</i> exhibition won the Gold award in the Exhibition and Installation category for its digital experiences at the Designers Institute of New Zealand Best Design Awards 2022, announced on 7 October 2022 at the Aotea Centre.</p> <p>Educational Visitation</p> <p>Education visitation has remained steady with school bookings being consistent through to the end of term. This month there were 9,055 learners and \$20,338 in revenue. Currently the learning numbers achieved 27.56% of our FYTD target.</p>



		<p>Total educational visitation for July-September 2022</p> <ul style="list-style-type: none"> • Onsite: 27,000 • Offsite: 1,200 • Online: 780 <p>Financial Performance The Museum’s 1st Quarter performance reflected promising operating results with a Q1 net base deficit of \$2.2M being \$1.0M ahead of budget. This was largely achieved through a timing delay on capital project expenses and staff costs for special purposes.</p> <p>Q1 self-generated deficit was \$230K favourable to budget largely due to a combination of strong commercial revenues (Corporate events and Retail), and higher overall net investment returns despite September adverse domestic and global market conditions.</p> <p>Overall net deficit for the Q1 was \$0.6M, being \$1.3M ahead of budget.</p> <p>Media Report An analysis of coverage published measuring volume in the last 30 days between 1 September 2022 and 30 September 2022 delivered 52 mentions. This coverage reached a cumulative potential reach of 2,260,000 and an ASR of NZD 842,560.</p> <p>Health & Safety Reports The Health and Safety Reports for August 2022 and September 2022 were taken as read.</p> <p>It was noted that there would be a new health and safety dashboard included in the reports for the December Trust board meeting.</p>
4.	4.1 & 4.2	<p>AUDIT AND RISK COMMITTEE REPORTS – FOR APPROVAL</p> <p>Financial Reports The Financial Reports as presented by the Director Enterprise and Finance were taken as read.</p> <p>The Chair invited the Chair of the Audit & Risk Committee and the Director Enterprise and Finance to speak to the reports with the following key points noted:</p> <ul style="list-style-type: none"> • visitation is being drive by the exhibitions of <i>Peter the T Rex</i> and <i>Ancients Greeks: Athletes, Warriors and Heroes</i>. • staff costs on special purposes projects and expenses on non-capitalised project were lower than budgeted due to delayed projects • self-generated revenue performed strongly against budget and the previous year • the YTD overall surplus was \$.03m attains a deficit forecast of \$1.1m mainly due to investment and interest net gains, and a successful combination of offering free and paid exhibitions <p>The Board thanked the Chair of the Audit & Risk Committee and the Director Enterprise and Finance for the Financial Reports.</p>



	4.3	<p>IT WAS RESOLVED THAT The Board approve the Financial Performance Reports to September 2022. Moved, Seconded and Carried</p> <p>Year-end Audited Accounts FY21-22 The covering memo and recommendation, the Annual Report, the External Audit Report and the representation letters were taken as read.</p> <p>The Chair invited the Chair of the Audit and Risk Committee to speak to the documents.</p> <p>The Audit and Risk Committee Chair confirmed that Deloitte believe the financial statements were presented fairly and in accordance with Public Benefit Entity standards for not-for-profit entities. Additionally, the status of the performance measures, included in the service performance report, had been presented fairly.</p> <p>The Board reviewed the Representation Letters and approved the letter from the Trust Board to Deloitte, to be signed by the Trust Board Chair and the Chair of the Committee.</p> <p>The Board also approved the finalised Annual Report FY 2021/22.</p> <p>TBR 78/22- IT WAS RESOLVED THAT The Trust Board authorises the Trust Board Chair and Chair of the Audit and Risk Committee to sign the Trust Board’s Representation letter to Deloitte and approves the finalised FY2021/2022 Annual Report. Moved, Seconded and Carried</p> <p>4.4 Governance Policy Review The draft Health & Safety Policy 2022 was tabled as read.</p> <p>This policy has been reviewed by the Audit & Risk Committee who recommend that it be approved by the Trust Board.</p> <p>IT WAS RESOLVED THAT The Trust Board approves the draft Health & Safety Policy 2022. Moved, Seconded and Carried</p> <p>4.5 Approved Capital Projects Update This item was moved to the closed session agenda subject to Part 1, Section 7(h) of LGOIMA i.e. to “enable (the Museum) holding the information to carry out, without prejudice or disadvantage, commercial activities”.</p> <p>4.6 Wet Collection Storage The report that outlined the options for wet collection storage was taken as read.</p> <p>Two key options were identified which cover the 15-year period up to 2037, in line with the final expiry of our lease at Manu Taiko – the Museum’s offsite collection facility in Onehunga.</p>
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<p>5.</p>	<p>5.1</p> <p>5.2</p>	<p>DEVELOPMENT COMMITTEE REPORT</p> <p>5.1 Verbal Update The Board invited the Chair of the Development Committee, to provide a meeting update. The Chair updated the Board on the:</p> <ul style="list-style-type: none"> • engagement activities to re-ignite relationships and build a prospects pipeline • Toitū te Taiao Project and Capital Campaign fundraising • donor re-engagement campaign, and partnerships and sponsorships • endowment funds, and trusts and grants • Museum membership <p>The Chair thanked the Development Committee Chair for the update.</p> <p>5.2 Facilitated Strategy Session It has been suggested that the Museum’s current vision and mission statements were museum-centric and did not fully articulate social impacts. A facilitated workshop of Board members and the Executive Team to develop a ‘Theory of Change’ (ToC) was proposed.</p>



<p>5.3</p>	<p>Gaming Trusts Applications</p> <p>The report that updated the Board on potential funding applications to gaming trusts was tabled as read.</p> <p>After an in-depth discussion around the Board table of this potential income stream, it was agreed that the Board generally did not support applications for funding from Gaming Trusts. However, consideration would be given, on a case-by-case basis, to applications for financial support from such Trusts for projects that provide demonstrable benefit to the communities that make a major contribution to the profits made by Gaming Trusts.</p> <p>The Board acknowledged the important mahi of the Development Team in seeking funding for Museum projects and acknowledged the impact that this decision could have on their ability to meet fundraising targets.</p> <p>However, the Board also noted that this stance could have a positive benefit as it signals to other potential funders that the Museum recognises the social impacts that gambling has on communities and that its position is consistent with having ethical fundraising as a core value.</p> <p>ACTION ITEM</p> <p>The Governance and Risk Manager to update the current fundraising policy to reflect the principle that the Museum does not generally apply for funds from gaming trusts, and to bring this policy for approval to the Audit and Risk Committee in the first instance.</p>
<p>5.4</p>	<p>C&L Gregory Trusteeship</p> <p>C & L Gregory Charitable Trust was established in 1989 to promote and assist the Auckland War Memorial Museum. The Trust Deed was tabled as read.</p> <p>With the recent passing of trustees, Mr Maurice Norton (9 August 2022) and Ms Lola Gregory (6 June 2022), and in accordance with the Trust Deed, at least one new trustee needs to be appointed to the board of the C & L Gregory Charitable Trust.</p> <p>It was proposed that the Auckland Museum Institute President be an appropriate trustee for the C & L Gregory Charitable Trust.</p> <p>IT WAS RESOLVED THAT</p> <p>Approve the appointment of the Auckland Museum Institute President, as a Trustee for C & L Gregory Charitable Trust.</p> <p>Moved, Seconded and Carried</p>



6.		<p>PARTNER REPORTS</p> <p>6.1 Taumata-ā-Iwi Report The Taumata-ā-Iwi Representative on the Trust Board provided a verbal update. This included acknowledgement of:</p> <ul style="list-style-type: none">• the Taumata-ā-Iwi expansion has widened the conversations around the board table and increased the diversity of the board composition• it has become clear that there are complexities related to the Terms of Reference, however this is still progressing well <p>The Board thanked the Taumata-ā-Iwi Representative for the verbal report.</p> <p>6.2 Auckland Museum Institute (AMI) Report An AMI Representative provided a verbal update with the following key points noted:</p> <ul style="list-style-type: none">• the AGM is planned for 15 November• AMI is committed to aligning its membership pricing strategy with the Museum• AMI membership is currently at around 300• AMI is actively engaged with the Museum’s membership team and is working to co-develop programmes <p>The Board thanked the AMI Representative for the verbal report.</p> <p>6.3 Pacific Advisory Group (PAG) Report The Trust Board Chair reported briefly on behalf of the PAG Chair, noting:</p> <ul style="list-style-type: none">• PAG has not yet met since the last Board meeting in August• there has been further discussions on the evolution of PAG within the Auckland Museum governance structure• a revised Terms of Reference for the PAG is being prepared and will be presented to the Board for discussion in due course.• the PAG Chair will be stepping down from this role in early 2023 <p>The Board thanked the Trust Board Chair for the verbal report.</p>
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7.		GENERAL BUSINESS 7.1 Trust Board 2023 Meeting Dates The schedule of meeting dates was taken as read. The following amendments were proposed, the: <ul style="list-style-type: none">• Board meeting of Thursday 3 August to be moved to Monday 31 July• Board meeting of Thursday 12 October to be moved to Tuesday 10 October 7.2 Any Other Business There were no other items of business.
8.		MEETING CLOSE 8.1 Next Meeting The next open session meeting of the Trust Board is scheduled for Thursday 8 December 2022. The Chair thanked attendees for the constructive discussions. The meeting was closed with a karakia.