APPOINTMENTS · NEW PROCESS FOR DIRECTORS

How we appoint people to governance roles

How people are elected or appointed to each governance role across the Rangitāne o Tamaki nui-ā-Rua group and on external organisations. It includes the new Director Appointment Process for our three companies, ratified by the Trustees at the Board meeting on 17 November 2026. For who currently holds each role, see *Who governs our entities*.

Members elect Trustees

Charitable Trust Trustees are the only roles elected by Members, at the AGM.

The Trust appoints the rest

Company Directors, committee members and external representatives are appointed by the Charitable Trust's Trustees.

Open to whānau

Roles are advertised to Members, and you can submit an expression of interest at any time.

At a glance

Who decides each role

Role	Who decides	Term
Charitable Trust Trustee	Members elect at the AGM	3 years
Company Director (Te Tahua, Te Kete Hauora, Te Whare Taiao)	Charitable Trust Trustees appoint	3 years, staggered
Te Tahua Trust Trustee	Te Tahua Trust Trustees appoint, unanimously	No fixed term
Finance, Audit and Risk Committee	Charitable Trust Board appoints	Set by the Board
Clinical Governance – Tini Whetū	Work in progress	To be confirmed
External roles (fisheries, Tararua District Council, Makirikiri, Pūkaha)	Charitable Trust Board appoints	Set by each organisation
Kāhui Matarae	Automatic at age 65	–
Rangitāne Tū Mai Rā Trust / Tū Mai Rā Investments LP	That Trust's own processes, not the Rūnanga	Set by that entity

Charitable Trust – Trustees

Elected by Members · Trust Deed, Schedule Two

- **Call for nominations:** at least three months before the AGM, the Trust calls for nominations by email, social media, the website and newspaper adverts on two separate days.
- **Nominating:** a nomination is made in writing on the nomination form, signed by the candidate, a nominator and two other Members aged 18 or over.
- **Closing date:** nominations close on the date advertised in the call for nominations and are checked by the Secretary.
- **Eligibility:** every candidate must meet the eligibility rules in the Trust Deed, including no disqualifying convictions and no bankruptcy, and confirms this in writing.
- **No vote needed if uncontested:** if the number of valid nominations is the same as or fewer than the positions available, those nominees are appointed.
- **Election:** otherwise, Members vote at the AGM, in person or by proxy, in an election run by the Returning Officer. Attendance at the AGM is encouraged but is not a condition of standing. A nominee who cannot attend can provide a short video of up to two minutes, or a written statement read out on their behalf by a person they nominate. The candidates with the most votes are elected; a tie for the last seat is decided by drawing lots.
- **Term:** three years. Trustees may stand again.
- **Gaps between AGMs:** the Trustees may co-opt someone to a vacant seat until the next AGM, when that person must stand for election.
- **Chair:** chosen by the Trustees at their first meeting after each AGM.
- **Board make-up:** 4 to 7 Trustees, at least one skilled and knowledgeable in tikanga and whakapapa, and a majority who are Members.

Company Directors

Directors – the six rules that matter most

Director Appointment Process · ratified 17 November 2026

- **The Trust decides.** Only the Charitable Trust's Trustees appoint Directors, by resolution at a meeting or by flying minute signed by every Trustee.
- **Three-year terms, staggered.** Directors serve 3 years at a time and may be reappointed. Terms end in different years so a Board never turns over all at once.
- **Same process for everyone.** New applicants and Directors wanting another term all go through the open call, interview and checks.
- **A Trustee on every Board.** Each company Board includes at least one Charitable Trust Trustee as a Director.
- **Declare and step out.** A Trustee who is a candidate, or close whānau of one, says so and takes no part in the decision.
- **The Trust approves fees.** Director fees are reviewed every 3 years (next in March 2028) and approved by the Trust, never by the people who receive them.

Directors – step by step

A full appointment takes about four months

1. **The Board reports its gaps** about 4 months before a term ends, or whenever a vacancy arises: whose terms are ending and what skills are missing.
2. **The Trustees confirm the vacancies** and set up a Panel of two Trustees with no conflict, plus an independent person with governance experience where available.
3. **The role is advertised** to Members for 4 to 6 weeks on the website, social media and pānui, and through governance networks. Expressions of interest already received are considered too.
4. **The Panel interviews** applicants against the skills the Board needs, including a kōrero on tikanga and the kaupapa of the company.
5. **Checks are completed** before anyone is recommended: Ministry of Justice criminal record check, NZ Police vetting, Companies Office and insolvency searches, and two referees.
6. **The Trustees decide** on the Panel's written recommendation. Anyone with a conflict takes no part.
7. **The new Director signs on** before their first day, the company updates the public registers, and the appointment is reported in the Trust's annual report.

Who can be a Director

Skills, eligibility and checks

- **Skills:** the Trust keeps a skills list for each Board and appoints to fill the gaps, including governance, finance and risk, law and health and safety, strategy, Te Tiriti, tikanga, te reo and whakapapa knowledge of Rangitāne, community relationships, and expertise in each company's area of work.
- **Eligibility:** candidates must meet the legal requirements for company directors and charity officers, and the same eligibility tests the Trust Deed sets for Trustees.
- **Not staff:** employees of the Trust or any group entity cannot be Directors.
- **Independent Directors:** people from outside the Trust may be appointed for their sector experience and expertise.
- **Public register:** Director names and appointment dates are publicly listed on the Companies Office register (companies.govt.nz).

Terms for current Directors

First terms set under the new process

Until now, Directors have had no fixed term. Under the new process, each current Director has been given a first term ending at the 2027, 2028 or 2029 AGM so that renewals are spread out. Every term after that is 3 years.

Company	Director	First term ends
Te Tahua o Rangitāne Ltd	Aaron Riki Karena (Chair)	AGM 2027
	Mavis Raylene Makuini Mullins	AGM 2028
	Taylor Tohunui o te Rangi Mihaere	AGM 2029
Te Kete Hauora o Rangitāne Ltd	Teeny Janice Moeroa Rangi Lowe (Chair)	AGM 2027
	Taylor Tohunui o te Rangi Mihaere	AGM 2027
	Aaron Riki Karena	Replacement to be appointed following the AGM
Te Whare Taiao o Rangitāne Ltd	Brian Douglas Paewai (Chair)	AGM 2027
	Mavis Raylene Makuini Mullins	AGM 2027
	Nathan Harris	AGM 2028
	Jordan-Ramsey Todd	AGM 2029

Gaps, reappointment and removal

- **Filling a gap:** if a company Board falls below 3 Directors, the Trust may appoint a temporary Director so the company meets its constitution until the next AGM. The full process is then used to fill the position.
- **Another term:** Directors are not reappointed automatically. They apply in the open call, and the Panel considers their performance, attendance and the skills the Board needs.
- **Removal:** the Trust can remove a Director at any time, as the company constitutions allow.

Conflicts of interest

- **Trustees:** a Trustee who is a candidate, or the parent, child (natural or whāngai) or partner of a candidate, declares it, takes no part in the discussion and does not vote.
- **Wider whānau links:** in a close iwi community many Trustees whakapapa to candidates. These connections are declared and recorded, and the Trustees decide whether they matter. Declaring is the default.
- **Directors:** once appointed, Directors must declare any interest in the company's business, and the companies cannot make payments that benefit related people.

Director fees

Approved by the Charitable Trust

- **Director fee:** $7,000 per year, paid only for months in which the Director contributes or attends a Board meeting.
- **Chairs:** $250 per month.
- **Trustees who are also Directors:** no extra fee for that role, unless they Chair the company or hold 3 or more roles (extra $250 per month).
- **Review:** fees for all three companies are reviewed every 3 years and approved by the Trust. The next review is due in March 2028.
- **Expenses:** reimbursement of reasonable expenses properly incurred in the role is paid in addition to fees.

Other roles

Te Tahua Trust – Trustees

Related trust, not a subsidiary · Te Tahua Trust Deed

- **Who appoints:** the existing Te Tahua Trust Trustees, and all of them must agree.
- **When:** at any time; they may add Trustees whether or not there is a vacancy.
- **Term:** no fixed term.
- **Board size:** at least four Trustees.

Finance, Audit and Risk Committee

Committee of the Charitable Trust Board

- **Who appoints:** the Charitable Trust Board appoints the members and the Chair.
- **Members:** Trustees and at least one external member with financial expertise. General Managers and finance staff attend but are not members.

Clinical Governance – Tini Whetū

Te Kete Hauora o Rangitāne Ltd

- **Status:** work in progress. Membership, the appointment process and terms will be confirmed when the group is established, and whānau will be told.

External roles

Fisheries · Tararua District Council · Makirikiri Reserve · Pūkaha Mount Bruce Board

- **Who appoints:** the Charitable Trust Board appoints people to represent Rangitāne o Tamaki nui-ā-Rua on these organisations.
- **Terms:** set by each organisation's own rules; the Board may replace its representative.
- **Vacancies:** the Board decides how to fill a vacant role, such as the current Pūkaha Mount Bruce Board seat.

Kāhui Matarae

Group of Members aged 65 and over

- **Who belongs:** all Members aged 65 and over, automatically. There is no nomination, election or appointment.
- **Primary contact:** Stephen Paewai.

Wider Rangitāne entities

Rangitāne Tū Mai Rā Trust · Tū Mai Rā Investments LP

- **Who appoints:** trustees are elected through that Trust's own nomination and election process.
- **Not Rūnanga appointments:** the Rūnanga does not appoint Rangitāne Tū Mai Rā Trust trustees.
- **Whānau involvement:** whānau of Rangitāne o Tamaki nui-ā-Rua hold these roles as whānau members, not as Rūnanga representatives.
- **Tū Mai Rā Investments LP:** directors are appointed by the Rangitāne Tū Mai Rā Trust trustees. Rangitāne o Tamaki nui-ā-Rua does not currently have anyone on that board.

Getting involved

- **Trustee roles:** watch for the call for nominations before each AGM, sent by email and posted on our website (www.rangitane.co.nz), social media and in newspapers.
- **Director and other roles:** submit an expression of interest at any time. The form is on our website (www.rangitane.co.nz) all year round, and expressions of interest are considered when a role opens.
- **Questions:** contact the Trust Secretary at secretary@rangitane.co.nz.

Trust Deed review. The Trust Deed is currently under review. Any findings will be shared with whānau, with a view to holding a Special General Meeting (SGM) to make any changes whānau wish. Changes need the support of at least 75% of Members voting at the SGM.

This is a summary for whānau and Members. The Trust Deed, the company constitutions and the Director Appointment Process set out the full rules. To request a copy, email secretary@rangitane.co.nz.