

HELD AT 2.00PM ON WEDNESDAY, 28 October 2020
IN THE THEATRE, SELWYN VILLAGE, POINT CHEVALIER

Due to Covid-19, Selwyn opened the AGM live stream via <https://myevents.nz/selwyn/agm2020>

MINUTES

PRESENT:	The Right Reverend Ross Bay (President, and Chair), David Cunliffe (Selwyn Foundation Board Chair), Ben Green, Peter Huggard, Peter Macaulay, Helen Melrose, Elizabeth Niven, Vicki Sykes, Clement Chia, Stephen Titter, Management, Staff, Residents and Visitors (x63 present in total at Selwyn Village)
EXECUTIVE:	Garry Smith (<i>Chief Executive Officer</i>) Jason More (<i>Chief Financial Officer</i>) Andy Stewart (<i>Chief Information Officer/Business Manager - Villages</i>) Virginia Sisson (<i>Operations Manager – Villages</i>) Bob Bull (<i>Director, Assets & Development</i>) Nico Smith (<i>Director, Risk</i>) Karen Coleman (<i>Director, Marketing & Communications</i>) The Reverend Caroline Leys (<i>Director Spiritual Care</i>)
COMPANIONS:	Dr Rod Perkins & Chris Perkins John Cameron Monica Huch Lorraine Sobokta

1. OPENING PRAYER: The Reverend Caroline Leys

2. WELCOME: The Right Reverend Ross Bay, President of The Selwyn Foundation

The President opened the meeting and welcomed those present, specifically acknowledging Companions of The Selwyn Foundation and those live streaming from:

- Selwyn Sprott House, Wellington
- Selwyn Park, Whangarei
- Selwyn Wilson Carlile, Hamilton
- Selwyn St Andrews, Cambridge
- Selwyn Heights, Hillsborough, Auckland
- Selwyn Oaks, Papakura Auckland

The President welcomed and formally introduced the new Chair, David Cunliffe.

David was appointed as Chair in early 2020 following by the retirement of Kay Hawk. David has significant expertise in strategic development and in building the capability of organisations to deliver sustainable growth. He has extensive consulting and leadership experience across a wide range of industry sectors, with his skills and networks uniquely spanning central and local government in addition to the business and commerce arenas. David has considerable policy and governance expertise and has held governance roles with The Asia New Zealand Foundation, the New Zealand Business and Parliament Trust, and the Anglican Church. He was a former Minister of the Crown (Health, Immigration, ICT, Assoc Finance, Assoc SOEs) and Leader of the Opposition and Opposition Finance Spokesperson. David is a partner in a leading NZ management consulting firm and was previously at The Boston Consulting Group, a Fulbright Scholar at Harvard University, and a NZ diplomat. It is good to have you amongst us in that role through this year, and congratulations on joining the Foundation with a whole new set of unforeseen challenges the Foundation had to find its way through this year, and for the leadership that you have brought to the Foundation during these challenging times.

3. ANNUAL GENERAL MEETING

A. Apologies

Apologies were acknowledged by The Right Reverend Ross Bay. The following apologies were received from:

Judy Matai'a
Reverend Peter Coughlan
Mr John Blyth
Mrs Sally Naulls
The Right Reverend Bruce Moore
The Reverend Frank Wright
Mr John Whitehead
Russell Warren
Nigel de Frere
Jenny Baldwin
Jim Frater

B. Minutes of the last Annual General Meeting 30 October 2019

Motion: That the Minutes of the previous Annual General Meeting held 30 October 2019 be received as a true record.

Moved: E Niven

Seconded: C Chia

AGREED

C. Report of the Chair of the Board: Hon David Richard Cunliffe

What a year has been, and what a great delight it is to be here as part of the greater Selwyn family and joining with you on this AGM. Can I begin by acknowledging Bishop Ross Bay, our president and through him, the Anglican Church, which is our shareholder? Can I acknowledge our Chief Executive Garry Smith, and through him, the wonderful management team that is serving you all, here and online and my colleagues and friends on the Board. Thank you for training me this year, and thank you for the journey that we are on together as we seek to serve the Selwyn Foundation and all who are part of it.

What a difficult year it was for many of you, all of you in this room who have had to endure separation from family, from loved ones in terms of physical contact, if not what you could see on iPad or the phone. I want to thank you from the very bottom of my heart for your forbearance, goodwill, support, and love for each other because this is a community. We have got through at least so far the COVID pandemic losing nobody to the disease and keeping our broader whanau of staff, residents and family all safe. For that, we thank God, and we thank each other. I would like to acknowledge Garry and the management team particularly. They have worked incredibly hard to prioritise all of your and our health and safety in this very difficult year. I think they deserve a round of applause. I would like to acknowledge that hard work. Thank you very much.

As you will see from the annual report, this has not been the easiest year for Selwyn's finances. Most will tell you the truth about there. We did it deliberately and knowingly. We did it because we knew that the first and absolute priority was the health and safety of all of you. We virtually doubled our nursing capacity to stand people down with anyone close to them got within a sniff of the disease so that you could be 100% guaranteed that you were kept safe.

We doubled the cleaning, put on extra security, and all of that added up to over \$6 million of additional expense across the Selwyn Foundation this year. We worked hard in the light of the COVID pandemic and the pressures that it's put on the organisation to be realistic about a range of our other financial assumptions and you will see buried in the accounts some significant changes to those assumptions that have ensured that we are robust and sound and sustainable going forward even though it means that in this year, we have taken a theoretical charge to book to get a lot of those assumptions right.

We are left as a Board, and there's a community with choices about how we move forward. The Board is going through a Strategic Review process, whereby we are thinking carefully and deeply about how the Selwyn Foundation might look in the future. How can we best serve all of you and many of you who are joining in online, and also those vulnerable senior citizens in the Auckland Diocese who live outside our villages. What can we do to augment the Charitable Mission that drives us to serve both internally and externally? Many of those Aucklanders are even more vulnerable than many of us in this room, so we are taking those internal and external challenges seriously.

We are doing that in three steps. The first is that we have independent external advisors, a good hard look at how we run this as a business, the commercial strategy. The second step is to think hard about our Charitable Mission and our work to love and care both internally within our villages and externally to those we reach through our outreach. And then the third stage is to bring that together through an integrated package of decision making that will bring together by the start of next year. Following that, no doubt there will be decisions to be made, and some changes will be made. We will be looking at our performance as a board to make sure that we are serving you as well as we should and that we are efficient and effective in the governance duties that we dispose of for all of you.

Speaking of the Board, this is an opportune moment for me to acknowledge Kay Hawk. Kay has been the Board Chair for 12 years with an outstanding job under her leadership and governance. The organisation has grown and thrived. Kay will be confirmed as a Life Member of this organisation. She is unable to be with us today. She is deeply sorry, and she has asked me personally to convey her best wishes to all of you, and it is my honour to do that.

Can I also acknowledge the enormous success of the Selwyn Foundation that Kay is now chairing the board of, which is the Haumarū Housing joint venture with Auckland Council? It provides all the seniors' housing that the council used to run across Auckland and in my old electorate out West, half a dozen villages out there, designed for people who had not come from their own homes and do not have assets to buy into a village. The satisfaction ratings that the residence of Haumarū has shown, the hearts are being run our credit to the board, the Chief Executive, Gabby Clezy and her team.

I want to acknowledge the hard work that has gone on for that it is an extraordinary uplift. I think it shows the wisdom of those who worked hard for my colleagues on the Board and acknowledge Reverend Vicki Sykes and others who set up Haumarū Housing joint venture with Garry Smith's patience, support, and leadership make that work as well as it has.

May I conclude by once again thanking Garry and his team? Many of whom, I won't name them all individually, but as I look around, that has been an extraordinary privilege and pleasure to work with all of you so far. Those who are residents can only convey my strong impressions as a relative newcomer that you are extremely well served. The management team is competent, incredibly hard-working, and as we sit in our dedication.

Thank you, and only what is done in love will last. When I walked first into this role, I could feel the love that is part of the Selwyn way, part of the Selwyn Foundation, part of how the Board works, and part of the Anglican caring community. I walked in lots of organizations in my day job, and I could feel that here.

It is an enormous pleasure to be here for you wearing this hat instead of lying on the lawn listening to the symphony or in this theatre. When I was looking for somewhere to put my mum when I thought she might move up from South Canterbury, she did not, in the end, move forward. If she had come to Auckland, she would have come to Selwyn Village. I think it reflects the standard that our family holds this place in.

We look forward to being part of the rest of today with you to open up, answer any questions you might have, and continue the journey together to ensure that you have the best time and the most fun you can. You enjoy the love and care, and support of all of those in the Selwyn family. Thank you so much.

Motion: That the Report of the Chair be received.
Moved: D Cunliffe
Seconded: H Melrose
AGREED

D. Report of the Chief Executive Officer: Garry Smith

The Right Reverend Ross Bay, the Honourable David Cunliffe and members of the Board, life members, companions, ladies and gentleman who are physically here and to those of you who are joining us virtually, it is a wonderful to have this opportunity to present my report for the 2019/20 year.

2020 has been a year of significant challenges and adversity for individuals and organisations across the world, and The Selwyn Foundation has not been immune. Covid-19 has dominated our lives since March.

We, as an organisation, 'front footed' the crisis at every stage to actively manage the risk, and the steps taken were beyond what was required by the Ministry of Health and were best practice within the sector.

Examples of this judicious approach include our recruitment of more nursing and caregiving staff in advance of the formal lockdown in order to strengthen our workforce in readiness for any outbreak; the introduction of dedicated (cohort) nursing with staff assigned to work in specific care households or care facilities only; our stringent processes for accepting new residential care admissions; and the establishment of safety officers to enable risk-free deliveries and limit access to our largest villages to our essential workers only.

I am delighted to say, to date, our residents and staff have remained safe from the virus thanks to the incredible efforts of the Village teams, on-call 24/7. Their dedication, love, courage and commitment has been outstanding. I respect what they have done to keep everyone safe and cared for in their vulnerable situations. Our leaderships and villages tirelessly were there supporting their frontline staff the whole way. Their commitment was always there. That was so reassuring for me fulfilling my accountability to both the residents and the Board.

Credit must also go to our ICT team. We almost seamlessly translated our group office to working virtually. The support was provided by the Selwyn Executive and Group Office personnel who made up our Pandemic Emergency response Team, all of whom have worked tirelessly since COVID was first detected in New Zealand. I can't thank them enough for their dedication and commitment. Thank you very much for all of what you have done to fulfil that accountability.

All that we've achieved could not have been possible without the Board supporting our approach in placing the safety of residents and staff above the organisation's financial concerns. I am, however, very mindful of the impact of COVID-19 on our financial results this year and the projections for next year. Accordingly, we are placing considerable focus on creating a financially sustainable future for the Foundation.

We are also grateful for the ongoing support and understanding of residents, families and friends who continue to work with us on our cautious approach to keeping everyone safe. I know and acknowledge that time has been hard when you can't tough physically, you can't see physically whether it is a son, a daughter or a grandchild. I appreciate that you have supported us to adhere to those requirements to keep everyone safe. But I know that has come to great personal cost to all of you.

Notwithstanding the crisis, we recognise the 2020 indictment and magnitude of the needs of older people in New Zealand, and remain committed to our charitable outreach.

Recognising that in 2020

- 715,000 people aged 65 and over live in NZ
- By 2046 there will be 1.3 – 1.5m
- NZ Superannuation assumes people reach retirement mortgage free but 50% of NZ older population will live in rental accommodation by 2036
- Lower incomes and minimal financial security contributes to poorer health and wellbeing
- 13% of people aged 75+ feel lonely
- NZ Superannuation does not cover the weekly minimum cost for Healthy Living of a single person who is 65+ and privately renting

What does this mean? Within five years, we have to be more determined to increase the level of our charitable giving to increase our charitable initiatives and make a greater impact by achieving better outcomes for vulnerable older people. Earlier this year, we appointed Kim McWilliams as Director, Philanthropy, to support our fundraising efforts for our Charitable Mission Strategy.

I wish to take this opportunity to thank our donors for their generous financial support this year and our 300 plus volunteers for their gift of time to the Foundation's Mission and our villages and Selwyn Centres. With this support, we have been able to change the lives of many vulnerable older people.

Spiritual health is an integral part of our all-encompassing approach to caring for the individual. We believe that spiritual and emotional support contributes to a person's general well-being. In

our villages, chaplains work to ensure that every person we connect with, whatever their faith or cultural background, can achieve a sense of spiritual contentment that brings meaning to life. This is a focus of our Director, Spiritual Care, Caroline Leys, who is also investigating several exciting opportunities to reach out beyond our village walls through seminars and working with partner organisations and their communities of interest.

Similarly, Health and Wellbeing services are also so important to those we connect with. We continue to deliver specialist services to Haumaru Housing tenants, such as dry home monitoring services, telehealth monitoring services, Forever Young fitness sessions and access to our Strength and Wellness studios.

The Selwyn Institute continues to support the Foundation in empowering older people through providing an opportunity to gain new knowledge and benefit from new research. The Selwyn Institute has also been sharing wide-ranging information on keeping safe and active during the COVID-19 lockdown caring about people's welfare as they live through these isolating times.

Within our Villages, our care homes achieved excellent results in the various Ministry of Health audits conducted throughout the year, with wonderful commentary from both auditors and families endorsing our best practice procedures, our holistic approach to ensuring resident wellbeing and the high standard of clinical care provided by our nursing and caregiving teams.

With buildings and infrastructure, work is progressing on the two three-storey apartment developments here at Selwyn Village and is expected to be completed in late 2021. Plans have been finalised, and the contract let for a standalone, 12-room dementia care/memory support unit at Selwyn Heights. Resource consent has also been submitted for a care centre and 57 apartments at Selwyn Heights.

Towards the end of 2019, an independent research company asked our staff to share how they experience The Selwyn Way in their work and everyday interactions. As The Selwyn Way embodies who we are, it sets us apart from other providers and is crucial in determining how we care for and support our customers and the standard of service we provide. I am delighted that 82% of our staff completed the survey and am most encouraged that many are experiencing The Selwyn Way in our workplace in a positive way, with 75% of staff stating that Selwyn is 'a great place to work.'

Although a significant year of challenges, we have seen incredible resilience from residents and staff alike. My sincere thanks to the whole 'Selwyn Team' for your unwavering commitment, and love for those we not only care for, but also care about.

To my Executive team, thank you for your support, leadership and sheer hard work. And thank you to the Board for your wise governance and encouragement.

It has been a pleasure to welcome our new Chair David Cunliffe and work with him. David brings expertise in strategic development and in building the capability of organisations to deliver sustainable growth. The challenges of the current environment and keeping The Selwyn Foundation well positioned for the future is something that the Board and management are working on very closely so that our financial resources available for Charitable Mission are strengthened, and our charitable aspirations met.

Thank you for hearing my report, and Mr President, I ask that the Chief Executive report be received.

Motion: That the Report of the Chief Executive Officer be received.

Moved: D Cunliffe

AGREED

E. Presentation of the Financial Statements for the year ended 30 June 2019: Jason More, Chief Financial Officer

It is once again my pleasure to present the Chief Financial Officer's report on the financial statements for The Selwyn Foundation Group, which includes our wholly owned subsidiaries Selwyn Care Limited, Selwyn Group Limited Partnership and Selwyn General Partner Limited and the joint venture entity Haumaru Housing. A copy of the summary financial statements are included within the Annual Report and you also have a copy of the full financial statements included within the pack on your chairs.

This year has been a particularly challenging year financially and I would like to start my presentation with an overview of the impacts COVID-19 have had on our results. As mentioned by others earlier when COVID-19 hit, Selwyn was quick to spring into action with our focus primarily on ensuring the safety of our residents and staff. Doing this did come at a cost, but it was one that we were comfortable to incur in order to minimise the risk of COVID entering any of our villages. Our actions saw us incur additional staff costs as we increased staff levels to ensure continuity of service. We also provided full pay to staff who were stood down due to being at higher risk of the virus, contracted safety officers to ensure only authorised people entered our village sites and purchased additional cleaning and personal protective equipment. We had a significant drop in residential care occupancy during the lockdown period as we tightened our admissions policy to ensure no new residents brought the virus into the village.

Offsetting this negative impact, there were some cost savings in areas that were not able to occur during the various lockdown levels, such as lawns and garden maintenance. We were not eligible for the main wage subsidy, as our revenue did not decrease by the required level, however we did receive a specific aged care subsidy to assist with the additional operating costs and the Essential Workers Leave subsidy which contributed towards part of the cost of paying staff who were stood down due to vulnerabilities. These upsides were insufficient to cover the additional costs.

While we were also unable to sell independent living units during the lockdown period it was pleasing to see that most of the pipeline in place pre-lockdown settled once these were able to. That said the inability to show residents through available units during this time has had a knock on effect at the start of the 2021 financial year with settlements lower than normal, however enquiries have now returned to more normal levels.

While we have certainly felt this impact, our strong financial position and the fact we were designated as an essential service, has helped us weather the storm and I would like to acknowledge those businesses and people who have been less fortunate and had their livelihoods significantly impacted as a result of the pandemic.

COVID-19 wasn't the only unusual event that had a negative impact on our results this year. Each year we are required to revalue our investment of the independent living units in our villages. This revaluation is undertaken using a forward looking financial model that is made up of a number of assumptions. This year we identified a new developing trend. More recently residents living in our apartments are remaining independent for longer than had historically occurred. This has resulted in us having to revise the average length of stay assumption, a key inputs into our financial model. Doing this has had an impact in two areas of the statement of comprehensive revenue and expenses.

The first was that it was a major contributor to the write down of the value of our independent living units as the longer tenure of stay has resulted in resales cash flows occurring later. Overall, including other factors, the fair value of our independent living units decreased by (\$7.1m).

The other area impacted was the deferred facility fee income recognised. Under accounting rules we are required to recognise deferred facility fees over the expected length of stay rather than the period that it is earned in the legal contract. By increasing the average length of stay this increases the period we spread the income received and hence less revenue is recognised each year. This required a realignment of previously recognised amounts and the adjustment has accounted for almost all of the (\$6.3m) fall in deferred facility fees. It is important to realise the negative impact of the change in assumption, which overall amounts to around (\$13m), was an accounting adjustment which did not impact our cash during the year.

Overall The Selwyn Foundation Group has recognised a deficit for the year of (\$13.3m), heavily influenced by COVID-19 and the change in assumption as mentioned earlier. Excluding these impacts we were tracking to show improved operating performance from the 2019 year, mainly due to increasing occupancy at the Ivan Ward Centre, as we reached full occupancy following the opening in the prior year, and a full year of results from Selwyn Sprott village, which was purchased part way through the previous year. Despite the deficit recorded for the year, our charitable spend remained at a similar level to 2019.

There is one more item I would like to mention before I move on from our statement of comprehensive revenue and expense and that is the share of Haumaru Housing results which have been recognised. Accounting rules require that we record a portion of their result in line with our ownership. This resulted in a share of their surplus of \$1.6m being included within the financial statements. While we record this amount, the partnership agreement with Auckland Council prohibits any distributions being made to either of the partners with the surplus remaining in Haumaru. It is Haumaru's intention to use the surpluses generated to improve the quality of the housing stock currently under its management and to develop new units to grow the portfolio.

Outside of our Statement of Revenue and Expenditure, the story for the year has really revolved around decreasing cash and other investment levels, mainly term deposits, of (\$13.2m). This has been due to expenditure on the new apartment buildings at Selwyn Village which has contributed to an increase in our investment properties value despite the decrease in fair value mentioned earlier. Our cash flows from independent living unit sales also decreased by (\$4.4m) from that in the previous year. This was due to no new stock being available for sale and a decrease in the number of resales. Overall at June 2020 our total equity was \$268.4m, which leaves us still in a very stable position despite the turbulent year.

Looking forward the 2021 year has a heightened level of uncertainty, which is leading us to take a prudent approach to our expenditure. We started the year with our residential care occupancy struggling from the first lockdown, although we have seen strong levels of admissions over the first quarter. The second Auckland lockdown has had a further negative impact, but not as severe as the first one. Further outbreaks and lockdowns are likely to have a negative impact on our results. Our valuation of independent living units is closely tied to the residential property market so we are keeping a watching brief on the wider economic impacts of the pandemic. That said, if we can avoid a return to further lockdowns we would expect our financial results to improve in 2021.

Looking further to the future our next large increase in financial performance is likely to come in the 2022 year with the completion of the new independent living apartments at Selwyn Village. This will result in increased deferred facility fees and ORA service charges, and we also expect an uplift in the fair value of our assets through the recognition of the development margin achieved on completion.

That said our focus in the immediate term is to work through this period of uncertainty with a focus on keeping our residents and staff safe.

I would like to finish by thanking our residents, their families, our staff and all those who have helped us through this challenging time and played a key role in keeping our villages COVID free. Thank you.

Motion: That the Financial Accounts for the year are received.

Moved: P Macaulay

Seconded: Clement Chia

AGREED

F. Question and Answers

The President introduced the Question and Answer session with questions taken from the floor.

Question from Beverly White, Selwyn Village:

On behalf of residents, I want to say thank you to Bishop Ross, David Cunliffe, Members of Board, the staff from Group Office and the Selwyn Foundation. Thank you for all the systems and effort you have implemented to make life enjoyable and to keep us safe during recent COVID-19 pandemic. Although we were frustrated, we recognise your care. Thank you all, very much.

Question from Rev Bruce Nichols, Selwyn Village:

What percentage of apartments in each village are available for those with no financial assets who are unable to buy into “the right to occupy” at \$500-600 thousand or renting an apartment at the commercial rate for \$500-600 a week?

I am asking on behalf of those who have given their lifetime social/religious service in New Zealand and have retired with little savings. Apart from Coughlan Court, is Selwyn Village only for the rich who can afford to join us?

Garry Smith, CEO of The Selwyn Foundation addressed the question:

To answer you specifically, not enough within our villages, we have the Coughlan Court at Selwyn Village and Selwyn House over Birkenhead. We also need to be proud that our joint venture with Auckland City means 1500 people living a dignified life with minimal resources. The board's strategy was to increase the number of houses that we could provide to give people a respectful and dignified life. The Foundation is looking to identify how many people need support for their housing within our population. We are looking to help first, the people that sit outside the area where the government can help. Whether in our villages or within the community, the important focus is how many people we can support in the Auckland Diocese region. I'm answering your question a bit differently than you have asked because I think we need to look more broadly than our villages to fulfil our obligations as a board with our charitable purpose and mission to help people have good housing to support their lives.

David Cunliffe, The Chair further clarified:

The Board has collectively really tried to wrestle with this issue as part of our strategy Review. We seek to think carefully about the value we add internally with our residents that might be different from a purely commercial operator managing our villages. We were fortunate that the work of Haumaru Housing is a very substantial part of our overall portfolio and effort. We will be asking for your patience as we work through these issues. Over the next three, four months. We have some external professional devices supporting that. I want to assure you that the Board is asking the same questions that you're asking. So thank you.

Vicki Sykes, a Board Member further clarified:

I wear one of the other hats as Deputy Chair of Anglican Financial Care, previously known as the Anglican Church Pension Board. We have just started a church worker retirement housing project for exactly the reason you have raised. It is at the very early stages. We recognize the issues around housing for those who have given their lives and service for the church or other charitable mission and reach retirement with limited financial resources. I'm hopeful that in the future, there may be a partnership possible between a number of the church bodies, including the Selwyn Foundation, to assist with what you have raised.

Duncan Macdonald (former CEO of the Foundation, and Life member):

I want to make two points. One is on page 25, you did make a reference that you hope to be able to do, I think \$10m a year. I wonder if that needs to be looked at, whether it's not a correction. The second point I would like to say more significantly is that I would encourage the Selwyn Board to look and contribute more to the strategic development. I would encourage you to offer more than 1% for strategic charitable development.

David Cunliffe, The Chair further addressed the question:

Thanks for your question on the charitable giving target. \$10m is what and in politics we used to call aspirational. And it's roughly about eight times what we are currently able to afford. That is not good enough because although it is hard to put a number on it, the good that we can do outside our walls per dollar invested is high. We are looking at ways that we can tune that up. The difficult tightrope to walk is how we tune that up while keeping everybody safe and maintaining our assets prudently and sustainably.

It has been a tough year due to COVID, which is uncovered a lot of those trade-offs. There is no substitute for clear and courageous strategic thinking. That is why we're going through a really thorough process and why we ask your patients to be with us for a few more answers. We get some reports, work through them as a team, and then consult with you afterwards.

Question from Errol Schirnack, Selwyn Village:

I remember reading when I signed up to come here with my wife that we pay for the staff in the documentation and all the clergy staff at the settlement village here. Should we not be entitled to claim village related costs back in tax?

Jason More, CFO of The Selwyn Foundation addressed the question:

You would require a direct donation to the Selwyn Foundation rather than your standard monthly fees to get that tax deduction. Your monthly service fees are considered to be paying for services that do not cover the total cost of running a village, such as our charitable activities. Our rates would not be above what other commercial operators charge their residents.

Question from Kathy (from Selwyn Oaks via Livestream):

How much has The Selwyn Foundation spent on the development cost at Selwyn Oaks in Papakura?

Jason More, CFO of The Selwyn Foundation addressed the question:

We spent in the region of about 15 million on the new care facility a communal amenities at the site. That was to replace the old ageing facilities, undertaking our regular planned maintenance and activities to keep the facilities up to standard.

Question from Lena Bulmer, Selwyn Village:

What policies are in place to manage COVID and whether they could be shared?

Nico Smit, Director of Risk TSF addressed the question:

We typically started managing things very tightly under government level four. There is no choice. We have to operate that way. We have developed three sets of plans, one for the broader Selwyn community, one for independent living areas and one for residential care, which provides clear guidelines on what we do at every level. So that we can respond now both individually, regionally or nationally. We will determine the risk factors and respond accordingly. For independent living, you can isolate yourself if the government does not pull you into an isolation facility, for example. Still, there are plans and guidelines on how to respond for individual facilities through to nationally.

In terms of testing, the government guidelines are first and foremost in the Ministry of Health action. The Public Health will direct in terms of testing, and for isolation, they will direct with a person goes into managed isolation or quarantine facility. If close contact has been identified through tracing, then it could mean that you are put into a managed isolation quarantine facility. We have controls and information available.

Garry Smith, CEO further clarified:

The important thing to reassure you is that our communications team and the emergency response team are interpreting what is happening nationally and locally and translating that into communication as to what that means for you here living in Selwyn Village. We are focusing on reassuring you that we will communicate as soon as we know what the situation is. Behind the scenes, Nico says that we've got all of the plans and scenarios we need to prepare for. It might be helpful for us to explain to you always that we have got that and that we will communicate in time for you to respond.

A Further Question from Lena Bulmer:

In other words, if I was sitting in a village thinking I have to rely on the village to manage everything. Then there is a few an outbreak of a few people having this bug. I will want the Ministry of Health to back up what you are doing or not doing. Does that make sense?

Garry Smith, CEO further clarified:

Yes, it does. I think the public health units around the country have been outstanding in their response. Having seen how quickly they are responding, tracing and tracking, and helping, I have also had feedback on how they help the organisations where an outbreak might be occurring. They help the organisation as well as helping the individual. I think you should be reassured.

Question from Kathy (from Selwyn Oaks via Livestream):

Do the directors regularly visit the villages?

David Cunliffe, The Chair further addressed the question:

I have a program for visiting each village. However, as COVID got in the way, I am behind my quota. I have done visits previously to Selwyn Village a few times. I have been to Heights and Oaks this year. I am looking forward to visiting Sprott when I am in Wellington.

Peter Huggard, the Deputy Chair further clarified

We have a schedule that some or all directors visit each of these sites annually, and has been extremely frustrating with COVID. We are looking forward to that being eased up and us having the opportunity to visit again. It was one or two board meetings ago that we revised our schedule for the coming year and agreed we would meet with the resident's associations at each site, and spend time with resident. It is valuable for us as a Board to get that direct feedback. We are looking forward to resuming that activity as quickly as we can.

G. Re-appointment by Diocesan Council to Board

That Helen Melrose is reappointed to Seat 5.

Noted

That Jan Nichols is reappointed to Seat 7.

Noted

H. Retirement

That Elizabeth Niven retires from the Board co-opt Seat 10.

The President and the Chair thanked Elizabeth for her support through 12 years on the Board since first elected in July of 2008. Elizabeth has a background in clinical leadership as an educator, as a researcher, and you have brought invaluable professional knowledge and experience to the Foundation. Through all the challenges, opportunities and successes and the achievements of Foundation over the last 12 years, she has been an absolutely diligent and supportive Board member for the Board and for management. The Chair noted that in the short time he has been on the Board, he has come very quickly to respect and appreciate her clinical experience and her governance instincts. The President and the Chair sincerely thanked her on behalf of the whole Board.

Flowers were then presented by the Chair to Elizabeth Niven.

I. Non re-appointment by Diocesan Council to Board

That Rev'd Vicki Sykes retires from Seat 6.

The President and the Chair thanked Vicki Sykes for her six years of hard work on the Board, and what has been achieved in that time. Vicki first joined the board in 2014. She has completed two terms as a Board member, and she has been a very valuable member of the Board and of the Villages Committee in that time. Her experience and governance and coordination planning ministry and social services has been a really strong base to serve the Foundation. It was noted that Vicki has a particular interest that we've benefited from and community enterprises and housing, and she represented the Foundation on the new Haumaru Housing Board, as an inaugural board member in April 2017. The Chair acknowledged the very strong grounding of values that she has brought to the Board of love and of service, augmented by strong real world experience in serving some of our most vulnerable communities. The President and the Chair sincerely thanked Vicki for her hard work and the contribution that she has made to the Board.

Flowers were then presented by the Chair to Vicki Sykes.

J. That Baker Tilly Staples Rodway be appointed as Auditors for the 2020/21 Year

Motion: That Staples Rodway be appointed as Auditors for the 2020/21 year.

Moved: C Chia

Seconded: B Green

AGREED

K. Amendments to the Constitution

CEO explained to the audience what changes were to be made.

The original application of The Selwyn Foundation (dated 14 April 1967) for incorporation as a board under the Charitable Trusts Act 1957 (the CTA) has been reviewed.

From that review, it is clear that, at the time of the application for incorporation as a board under the CTA, The Selwyn Foundation was an unincorporated society that existed for charitable purposes, and was not a charitable trust.

The effect of incorporation under the CTA is that The Selwyn Foundation, as an unincorporated society, became incorporated as a charitable trust board under the CTA. The Selwyn Foundation is properly registered as a "Charitable Trust Board" on the Charitable Trusts Register.

However, registration under the CTA does not mean that The Selwyn Foundation became a charitable trust on incorporation. Instead, The Selwyn Foundation, as a society, became an incorporated board, that is a separate legal entity. All property held by the society then vested in the incorporated board.

There are several instances where The Selwyn Foundation refers to itself as a “charitable trust” and to members of The Selwyn Foundation’s Board as “Trustees”, rather than as Board Members. As we are now on notice of this issue, management recommends that the changes outlined in Appendix A are quickly made to clarify terminology to ensure that Selwyn’s current status is correctly described.

That the following slight wording change be approved to the constitution to ensure this document complies with the Foundations Incorporation Status:

- As this resolution would result in an amendment to clause 10 of the Constitution, provided the resolution is passed at the Annual Meeting, it will only be effected with the consent of the Synod of the Diocese of Auckland.

Clause 10 The Board

(a) The Foundation shall be governed by a Board (delete the words ‘of Trustees’), to be known as “the Board”. The Board shall consist of up to 10 members and not less than 5 members. If the number of Board members is less than 5 members, then the Diocesan Council shall appoint members to increase the number to the minimum. Those appointments shall remain in effect until the next Annual Meeting of the Foundation.

Motion: That the following slight wording change be approved to the Clause of 10 of the Constitution.

Moved: P Huggard

Seconded: D Cunliffe

AGREED

- That the following slight wording change be approved to Clause 16 by resolution at this AGM.

Clause 16 Meetings and Proceedings of the Board

(l) The Board shall cause minutes to be made in a book provided for the purpose called “Selwyn Foundation Board (delete the words ‘of Trustees’) Minute Book”, of the names of the members of the Board present at each meeting of the Board and of all resolutions and proceedings at all meetings of the Board.

Motion: That the following slight wording change be approved to the Clause of 16 of the Constitution.

Moved: P Macaulay

Seconded: J Nichols

AGREED

The President closed by thanking and recognising to the residents forbearance during COVID outbreak. He added thanks for the Board, the executives and staff for keeping everyone safe. The President has put his confidence in the Strategic Review moving forward. Thanks were given for everyone’s interest in the work of the Foundation and the part that each person plays.

4. BLESSING: The Right Reverend Ross Bay

5. AFTERNOON TEA

An invitation to afternoon tea was extended to the meeting.

Meeting Concluded at 3:33pm