Establishment Board Handover Meeting

Thursday 15 November 2018
Boardroom, Pharmaceutical Society of New Zealand, Wellington.

DRAFT MINUTES

1.0	ADMINISTRATIVE	Action
1.1	**Chair's Welcome** **a) Introductions** Establishment Board Members in attendance: Dame Annette King (Chair), Dr Harley Aish, Dr Angus Chambers, Donovan Clarke(item 3.6 onwards), Andrew Gaudin, Karen Guilliland, David Harrison, Martin Hefford, Jennifer Pelvin, Apologies: Susan Iversen, Hugh Kininmonth, Richard Townley, Mark Vela, Teresa Wall. Additional Substantive Board Members also in attendance: Hon. Steve Chadwick, Dr Helen Francis (RN), Norma Lane, Peter Larmer, Dr Jeff Lowe, Arish Naresh Also present: Philip Grant Dame Annette King opened the meeting by welcoming the new substantive Board members and congratulating them upon their election to the Board. Dame Annette King also: • Acknowledged the work of the Establishment Board, the process followed and the success of the launch in Parliament • Acknowledged the input of those members present who were not going to be members of the substantive Board – Jennifer Pelvin and David Harrison • Welcomed Hon. Steve Chadwick to her first meeting and congratulated her on successfully being nominated for the Chair-Elect position following a ballot of the Establishment Board • Acknowledged the work and vision of John Ayling which contributed to the establishment of the Federation **b) Register of Interests** The Register of Interests was noted.	Register noted
1.2	**Minutes of Previous Meeting** **a) Minutes of meeting held on Tuesday 17 July 2018** The minutes were confirmed as a true and accurate record. **Moved:** Karen Guilliland **Seconded:** Andrew Gaudin	Minutes confirmed
1.3	**Matters Arising** There were no matters arising that were not already covered on the agenda.	
	Dame Annette King handed over to Hon. Steve Chadwick to Chair the remainder of the meeting. On behalf of the Establishment Board, Hon. Steve Chadwick thanked Dame Annette King for her hard work and input into the establishment of the Federation and presented her with a gift. Dame Annette King left the meeting to take up her new role with the Ministry of Foreign Affairs and Trade.	

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2.0	**REVIEW OF ESTABLISHMENT PROCESS**	
2.1	**Establishment Process Review and Learning for Substantive Board** Philip Grant introduced the paper reviewing the establishment process. The Establishment Board and substantive Board: • **Reviewed** the performance and operational process of the Establishment Board against the Terms of Reference • **Agreed** the summary financial statement and the carry forward of $9,731 to the substantive Governance Board • **Acknowledged** the significant contributions in kind which had been made • **Concluded** the work of the Establishment Board and, • **Agreed**, following the meeting's handover to the substantive Board, to **disband** the Establishment Board **Moved:** Andrew Gaudin **Seconded:** Martin Hefford	Recommend-ations agreed
3.0	**HANDOVER**	
3.1	**Proposed Amendments to Initial Constitution** Philip Grant introduced the paper and the proposed changes to the Constitution at sections 5.2 and 13.2. The Establishment Board and substantive Board: • **Reviewed and Approved** the proposed changes to the Constitution • **Requested** the Changes be submitted to the Office of the Societies Registrar and the Charities Commission **Moved:** Karen Guilliland **Seconded:** Andrew Gaudin	Recommend-ations agreed
3.2	**Substantive Governance Board Terms of Reference** The Establishment Board and substantive Board: • **Reviewed and Endorsed** the draft Terms of Reference • **Agreed** to present the draft Terms of Reference to the full membership of the Federation for Ratification **Moved:** Andrew Gaudin **Seconded:** Norma Lane	Recommend-ations agreed
3.3	**Board Charter** The Establishment Board and substantive Board: • **Reviewed and Endorsed** the draft Board Charter • **Agreed** to present the draft Board Charter to the full membership of the Federation for Ratification **Moved:** Andrew Gaudin **Seconded:** Norma Lane	Recommend-ations agreed
3.4	**Governance Handbook** The Establishment Board and substantive Board: • **Reviewed and Endorsed** the proposed contents of the Governance Handbook • **Requested** the Chief Executive to prepare the full draft content of the Handbook for initial review by the Board • **Agreed** to present the completed draft Handbook to the full membership of the Federation for Ratification and then to publish on the Federation's website **Moved:** Dr Helen Francis **Seconded:** Norma Lane	Recommend-ations agreed

3.5	**Membership**
	
	The Establishment Board and substantive Board:
	
	• **Noted** the current membership base
	• **Supported** the sharing of contact details between member CEOs and**:**
	  ○ **Requested** current member CEOs to give permission for contact details to be shared between members
	  ○ **Updated** the membership application form to include permission for future members contact details to be shared
	
	In addition, having reviewed the membership criteria, categories and levies with regards those organisations potentially prevented from currently becoming members, the Establishment Board and substantive Board agreed that:
	
	• The **values and principles** of the Federation must be upheld
	• The **membership offering and associated levies** be protected
	• **Membership eligibility criteria** would be reviewed in due course as part of the 2019 strategic planning process
	• A **paper be prepared** for the next Board meeting presenting alternative membership eligibility criteria and/or categories
	• A **Stakeholder Engagement Strategy** be prepared setting out proposals for engagement with key stakeholders who would not otherwise be members of the Federation
	• **For-profit entities** be encouraged to stay connected with the Federation through existing peak body/membership organisations (e.g. GPNZ, Primary Health Alliance) in the meantime
	• **Delegated authority** be granted to the Establishment Project Manager/Chief Executive Officer to liaise with organisations applying for membership for whom the membership levy may not fully apply
	
	Moved: Karen Guilliland **Seconded:** Jennifer Pelvin
		Recommend-ations agreed

3.6	**Financial Performance Report** The Establishment Board and substantive Board: • **Received** the financial performance report and bank reconciliation for the period to 31 October 2018. **Moved:** Andrew Gaudin **Seconded:** David Harrison	Financial Performance Report Received
3.7	**Recruitment of Chief Executive Officer** The Establishment Board and substantive Board: • **Noted** the recruitment progress to date and the number of applications received • **Agreed** a new sub-group comprising Hon. Steve Chadwick, Dr Angus Chambers, Dr Helen Francis, Andrew Gaudin and Martin Hefford, be tasked with reviewing the applications and recommending a short-list to the substantive Board • **Accepted** the offer of HR support for the recruitment process from Tū Ora Compass Health	Shortlisting Process Agreed
Meeting closed & Establishment Board disbanded 10:30am		

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