

NEW ZEALAND KINDERGARTENS

ANNUAL GENERAL MEETING

31 AUGUST 2018
JAMES COOK HOTEL
WELLINGTON



AGENDA

- 1 Call to order
- 2 Apologies
- 3 Meeting arrangements
 - a. Establish voting strength
 - b. Establish times of sessions
 - c. Establish speaking times
 - d. Appoint timekeepers and scrutineers
 - e. Confirm standing orders
- 4 Confirmation of minutes - 2017 Annual General Meeting
- 5 Presentation and receipt of annual report
- 6 Receipt and consideration of the financial statements
- 7 Remits
- 8 Election of board members
- 9 General business

- Notes
- This document is to be read in conjunction with the New Zealand Kindergartens Annual Report 2017-2018.
 - Items may not necessarily be dealt with in the order they appear in this agenda.

MINUTES OF THE ANNUAL GENERAL MEETING OF NEW ZEALAND KINDERGARTENS INCORPORATED

Minutes of the Annual General Meeting of New Zealand Kindergartens Incorporated held on 15 September 2017 at the James Cook Hotel, The Terrace, Wellington

1 Call to order

NZK president Frank Bourgeois called the meeting to order at 4.10 pm and undertook a roll call.

1.1 Present

<i>Board members</i>	Frank Bourgeois, Amy Weightman, Grant Harrison, Claire Brown, Hilarie Nicoll, Maria Stockman, Helen McNaughten
<i>Life members</i>	Sherryll Wilson, Wendy Logan, Lynne Bruce
<i>NZK staff</i>	Clare Wells, Jacinta Blank
<i>Associations</i>	
Ashburton	Nadia McClelland, Barbara Kirk, Justine Hanrahan
Canterbury Westland	Viv Ruth, <i>Sherryll Wilson (life member)</i> Sheryl Haughie
Dunedin	Christine Kerr, Ian Simpson, Maree McDonald
Geraldine	Jamie Adams
Heretaunga	Chris Lord, Sharon SciaScia, Fiona Mason
He Whānau Manaaki	Christina Rizos, Tania Jones, Julie Crawley, <i>Amy Weightman (NZK board)</i> , Amanda Coulston, Sharon Coulton, Karen Skett
Lower Hutt	Andy Cleave, Tony De Lorenzo, Norma Roberts, Annette Collings
Marlborough	Natasha Stewart, Alec McNeil, Joanne Noble, Corina Naus, Gwenda Jones
Napier	Jessica Uri, Alison Donovan, Janelle Hutchings, <i>Helen McNaughten (NZK Board)</i> , Leonie Bond, Beth Huddleston, Eileen Kennedy, Julie Crook
Nelson	Belinda Curtis-Sullivan, Rosemary Lelo, Craig Severinson Trish Casey, Bradley Hannigan,
Northern Auckland	Melanie Farrant, Nicole Thompson, Kenny Halliday
Northland	<i>Grant Harrison (NZK board)</i> , Nicki White, Richard Storey
Oamaru	Metka Conlan, Rosalie Hyslop, Stacey Hayes, Julie Craig
Ruahine	Alison Rudzki, Megan Edwards
South Canterbury	Gavin Spence, Marie Rapley, Vanessa Flemming, Dave Hawkey
South Otago	Daniel Wark, Gillian Melvin
Taranaki	Jamie Swan, Claire Southie, Kara Newsome, Kylie Kinnell, Lisa Henricksen, Natalie McKinnon, Rebecca Paris, Vanessa Masi, Cherie Boyd, Mandy Coupe
Tauranga	James Patea, Fiona Groves, Julie Rose Gower, Peter Monteith
Te Aroha	Sarah Verran-Tye, Karen Robinson
Westport	Steph Newberry, Layla Murphy, Ashley Tipping, Mary-Rose O'Loughlin
Whanganui	Genia Kohrt, Sybille Knoerr, Lorraine Russell, Trish Taylor-Pope, <i>Hilarie Nicoll (NZK board)</i>

1.2 Apologies

<i>Life members</i>	Karen Boyes, Ellen Stevenson, Tony Rhodes, Michael Meadowcroft
<i>Associations</i>	Kaitaia and District, Southland, Waimate, Dannevirke
<i>Association members</i>	Lynda Maskell (Kaitaia), Helen May (Geraldine), Lynley Henderson (Southland), Antoinette Perry (Dannevirke), Terina Eady and Kerry Woolgar (Waimate)

It was moved:

That the apologies be accepted.

Moved Nelson KA
Seconded South Otago KA
Carried

2 Annual meeting procedures

2.1 Procedural matters

Frank Bourgeois advised a voting strength of 22.

It was moved:

That Barbara Kirk be appointed time keeper.

That Leonie Bond, Wendy Logan and Jacinta Blank be appointed scrutineers.

That the times for the session for the Annual General Meeting be 4.00pm to 5.30pm.

That speaking times for the Annual General Meeting will be three minutes for the movers of motions and two minutes for all other speakers, including the mover's right of reply.

That the standing orders as circulated be adopted for the 2017 Annual General Meeting.

Moved Whanganui KA
Seconded Taranaki FKA
Carried

2.2 General business

Frank Bourgeois asked for items of general business. None were received.

3 Minutes

3.1 Minutes of the 2016 Annual General Meeting

It was moved:

That the minutes of the NZ Kindergartens Annual General Meeting held on 10 September 2016 be confirmed as a true and correct record.

Moved Westport FKA
Seconded South Canterbury FKA
Carried

3.2 Matters arising

There were no matters arising.

4 Presentation of the annual report

Clare Wells outlined the key issues highlighted in the NZK annual report.

It was moved:

That the New Zealand Kindergartens Annual Report 2016 - 2017 be received.

Moved South Otago FKA
Seconded Ruahine KA
Carried

Amanda Coulston (He Whānau Manaaki o Tararua FKA) commended the publication *The Kindergarten Offer* as a powerful way of demonstrating to teachers what is important in kindergarten and how we are all part of a wider movement. It was noted the publication is well-received and widely used beyond the NZK network.

5 Finance

Frank Bourgeois referred members to the financial statements presented in the annual report and advised a full copy is on the NZK website.

It was moved:

That the New Zealand Kindergartens Financial Report to the year ended 31 March 2017 be received.

Moved He Whānau Manaaki o Tararua FKA
Seconded Nelson FKA
Carried

6 Remits

No remits were received.

7 Board elections

Frank Bourgeois confirmed the voting strength of 22 and advised one nomination was received for each of the three board positions.

7.1 Nominations

James Patea was nominated for the position of president by Tauranga RFKA and seconded by He Whānau Manaaki o Tararua FKA.

Helen Mc Naughten was nominated for association manager position by Heretaunga FKA and seconded by South Canterbury FKA.

Hilarie Nicoll was nominated for the ECE professional position by Whanagnui FKA and seconded by Napier FKA.

The candidates addressed the meeting.

7.2 Ballot

Ballot papers were distributed and counted by the scrutineers. Frank Bourgeois advised that James Patea, Helen McNaughten and Hilarie Nicoll were elected to the board and offered congratulations.

James Patea was supported by his whānau who acknowledged his election as president of NZK. Peter Monteith acknowledged James Patea's role on behalf of the Tauranga KA.

It was moved:

That the ballot papers be destroyed.

Moved Chair
Carried

8 General business

8.1 Vote of thanks

Frank Bourgeois offered a vote of thanks to association members who offer considerable time and expertise voluntarily.

9 Closure

There being no further business the 2017 Annual General Meeting was closed at 5.10 pm.

The NZK president's trophy was awarded to the Nelson Tasman RFKA for their initiative Tamariki Hauora - a partnership with the Nelson Marlborough DHB to provide an ECE service within the hospital.

The NZK cultural award was awarded to the Northland Kindergarten Association. The association has a strong sense of belonging, reinforced by the entire teaching staff and management team embracing Haka Pōwhiri.

The social function was hosted by the NZK board to pay tribute to Frank Bourgeois and acknowledge his contribution to kindergarten over many years and in his role as president of NZK for the past six years.

ELECTION OF BOARD MEMBERS

NON-EMPLOYEE

NOMINATION

Grant Harrison
Northland
Kindergarten
Association

EXPERIENCE

Board member for NKA for the past 12 years
Board Chair NKA for the past 9
Current NZK board member - 2.5 years

WHY ACCEPTED NOMINATION

Being involved in the Kindergarten Governance area for the past dozen or so years has given me a great understanding of kindergarten and its goals. I place high value on the education delivered to the young people by the kindergarten community. My time on the board has allowed me to focus my attention on the strategic elements of maintaining the value of this service.

I am pleased to be part of a historic, high quality and leading service focused on the education and well-being of children.

NOMINATED

Northland
Kindergarten
Association

I have been most fortunate to work with committed board members who think along the same lines at both a local and national level. It is energizing and inspiring to see the impacts of setting this direction manifest itself in a strong service that is recognised by the community for its quality.

The NZK Board has started a journey of future proofing with a sustainability focus and I would like to support a continuation of this path. With leadership changes imminent I would like to offer some degree of experience and consistency through the change process for the organisation.

I feel I still have a bit to contribute to the strategic governance and stewardship of NZK.

SECONDED

Te Aroha Free
Kindergarten
Association

STRENGTHS AND SERVING THE INTERESTS OF NZK

I bring a level of experience to the governance role and an undiluted passion for seeing the quality of the service maintained. Logical thought processes, innovative thinking, and a strategic focus are strengths I believe I can bring to helping steer NZK through the next stage of its life cycle.

ELECTION OF BOARD MEMBERS

NON-EMPLOYEE

NOMINATION

Jamie Swan
Taranaki Free Kindergarten Association

EXPERIENCE

2015 - Present Chairperson Kindergarten Taranaki
 2008 - Present Dairy Farm Owner in Taranaki, New Zealand responsible for profitability, compliance, debt servicing, production targets, long term strategy
 2014 Co-Chair with North Taranaki Free Kindergarten
 2013 President - South Taranaki Free Kindergarten
 2011 - 2013 President, Koru Kindergarten Whanau Group
 2010 - 2011 President, Stratford Playcentre
 2006 - 2008 Fonterra Whareroa, Supply Chain Coordinator and Site Lead Assessor Secondment
 2003 - 2006 Fonterra Co-operative Group, Senior Business Lead, Fonterra Transformation Programme responsible for a team of employees and consultants transforming global processes and IT of Fonterra. Delivered training, met milestones, and translated business needs to technological solutions
 2001 - 2003 Fonterra USA, Customer Services Manager
 Bachelor of Arts degree, English Literature, Sonoma State University, California
 Limited Credit Package in Adult Education and Training, Level 4 NZITO

NOMINATED

Oamaru Free Kindergarten Association

SECONDED

Ashburton Free Kindergarten Association

WHY ACCEPTED NOMINATION

Following on from my extended contribution to Kindergarten Taranaki, I have always intended to stand for nomination on the NZK Board. The One Kindergarten initiative is an area I have extensive experience, beginning with my time at Fonterra and more recently, when South Taranaki Kindergarten amalgamated with North Taranaki Kindergarten.

I have been Co-Chair and Chairperson during that entire time and bring insight to NZK of that activity. It is my personal aspiration to move into a national board and I see NZK as a natural progression from my role with Kindergarten Taranaki. I have planned to retire as Chairperson at our next AGM in October 2018, so this is a timely vacancy I feel I am in a good position to stand for. My board are very supportive of my nomination to be part of the NZK Board.

STRENGTHS AND SERVING THE INTERESTS OF NZK

I would serve the interests of NZK with a national focus on early childhood matters. I would be a capable, confident board member and if One Kindergarten goes ahead, bring a wealth of experience in change management, communications, leadership, and project management. I am ready to serve on a board as a board member and take a break from the added responsibility of being chairperson. I enjoy robust korero and am passionate to grow my confidence with bicultural practices.

I have national and global perspective, passion for early childhood learning, am well connected to my community of parents and children and have a high level of business acumen through owning my own dairy farm with my husband and my time as a Customer Services Manager at Fonterra USA. I am committed to lifelong learning and see the NZK board as the next step in my journey.

REMITs

Kindergarten 2026 - one organisation

Preamble

The 2016 NZK conference focused on *Kindergarten 2026 and beyond*. A number of ideas around the future of kindergarten emerged including exploring the merits of establishing one organisation - a new, single entity for kindergarten. A working group was set up and a significant amount of work by the group and discussion with members has taken place since that time.¹ These remits seek members endorsement as to whether NZK establishes a new national entity for kindergarten or not, and if so, a framework within which to advance that work. These remits propose an approach to determine whether to progress the establishment of one entity based on viability² ie: the number of associations voting in favour, and the number of licensed services that would be part of a new entity, and the geographical coverage of services.

REMIT 1

That NZK formally constitute a single, national entity to provide kindergarten³ services which will include in its objectives:

MOVED

Claire Brown
NZK board member

- honouring obligations to Te Tiriti o Waitangi;
- a commitment to the kindergarten philosophy and values of high quality teaching and learning, affordability, accessibility and inclusiveness; and
- legal status as a not-for-profit organisation and registered charity.

SECONDED

Helen McNaughten
NZK board member

RATIONALE

‘One organisation’ is about using associations’ collective experience and expertise to maximum effect, and ensuring kindergartens are well positioned to meet the needs and aspirations of their communities in future at the same time as making sure kindergarten is a leader in ECE within Aotearoa, New Zealand.

The reason to establish a new entity is to ensure a strong and enduring future for kindergarten and the purpose of the new entity is to educate young children.

One organisation has the potential to:

- future-proof kindergarten to withstand shifts and changes in government policy, population demographics and community expectations;
- lift and lead teaching and learning - developing and implementing a cohesive and consistent national strategy focusing on pedagogy and practice, and based on research;
- enhance professionalism and build our reputation as a leader in education and a service of choice;
- reduce duplications and make more efficient use of government funding to focus on teaching and learning: increased ‘buying power’ and economies of scale;

¹ Annex A sets out the process to date including referencing discussion documents and resources.

² The viability of the new entity, relates to both the outcome of the vote at the 2018 AGM and to the outcome of any subsequent vote of members to join the new entity. In relation to the latter point, viability would also mean due diligence has been completed and provides a sound basis for moving forward.

³ Kindergarten is used in this context as a generic term for all the licensed services provided by associations.

- facilitate greater opportunities to provide contracted services locally, regionally, nationally and internationally;
- respond to competition and increase influence as the largest single community-based, public ECE service provider nationwide: one brand, one voice.

Conversations with members have highlighted the critical principles members see as important to underpin a new entity. In particular, these relate to our bicultural obligations as treaty partners, the kindergarten philosophy and values, and legal status as a not-for-profit organisation. These principles will underpin the constitution of a new entity.

REMIT 2

That the new entity be established as a legal entity with an effective date of June 2020.

MOVED

Craig Vercoe
NZK board member

RATIONALE

Establishing a new entity by June 2020 will continue the momentum of the process to date. June 2020 is the soonest a new entity could be set up. It allows time to undertake due diligence, meet associations' constitutional obligations, and address transitional matters.

SECONDED

Maria Stockman
NZK board member

REMIT 3

That association boards consult with their members and subsequently determine by June 2019, as to whether they become part of the new entity once established.

MOVED

Grant Harrison
NZK board member

RATIONALE

As NZK members, all associations have an interest in the future of the organisation and in the future of kindergarten. Should members vote to establish a new entity, their members will subsequently need to determine whether to be part of the new entity or not. NZK will need to know whether a new entity is viable before committing resource to undertake due diligence and address transitional matters. It is proposed this happens by June 2019 so we know whether to proceed further. Associations in determining to be part of the new entity will at that point, need to commit to joining it. Post September 2018 and prior to June 2019, work will continue to provide guidance around timeframes for consultation and to provide more detail on the proposal in order for association members to make an informed decision.

SECONDED

Tania Jones
NZK board member

REMIT 4

That the NZK board and one organisation working group members assess the outcome of the vote based on:

MOVED

Helen McNaughten
NZK board member

- the number of associations voting in favour of the remits; and
- the number of licensed services that would be part of a new entity given the associations voting in favour; and
- geographical coverage of licensed services.

SECONDED

Claire Brown
NZK board member

Note: viability will require a significant majority (65% and over) of licensed services representing a good geographical spread.

RATIONALE

The vote will be based on a simple majority. However, the outcome of the vote will need to be assessed in relation to the number of licensed services associations operate and the geographical coverage in order to establish whether a new entity is viable or not. For example, it is possible a majority of associations could vote in support of a new entity being established representing fewer than half of licensed services. In that case, a successful vote will not result in the establishment of a viable organisation. Although scrutineers will be appointed to count the vote, it is proposed the NZK board and working group members meet together to assess the viability of the outcome of the vote against the criteria set out in the remit.

REMIT 5

That the NZK board report to members at this conference on the assessment of viability and recommend next steps.

MOVED

Maria Stockman
NZK board member

RATIONALE

Members attending the AGM will need to know the outcome of the vote. Given there will need to be an assessment of viability, it is proposed once the vote is counted and the NZK board and working group have assessed the result against the criteria (remit 4), the NZK board will advise the meeting of the outcome and recommend next steps. The next steps could include timeframes and the development of a work plan. Members will need to have confidence in the process going forward whether or not the vote is successful. The conference has committed time on Saturday 1 September 2018 for a conversation on next steps to take place.

SECONDED

Craig Vercoe
NZK board member

REMIT 6

That the NZK board develop a plan for the next phase of work including a transition framework.

MOVED

Tania Jones
NZK board member

RATIONALE

Following the conference if the vote is to establish one organisation, the NZK board will develop a plan for the next phase of work. The plan will be in two parts. The first part will include advice and guidance for the conversation including a timeline, and the areas where further detail and information is required prior to June 2019 such as location and staffing of offices. The second part of the plan will set out a framework for transitional matters post June 2019. This will include constitutional, legal and financial obligations including licensing, staffing and property matters and responsibilities, and relationships with government agencies.

SECONDED

Grant Harrison
NZK board member

Life membership

REMIT 7

That Frank Bourgeois be appointed honorary life member of New Zealand Kindergartens (NZK) Te Pūtahi Kura Puhou o Aotearoa in recognition of his extra ordinary contribution to NZK and to the kindergarten movement.

MOVED

James Patea
NZK board president

RATIONALE

Frank Bourgeois has been involved in the governance of community-based organisations for many years including on a school Board of Trustees and on the board of the Tauranga Regional Free Kindergarten Association (TRFKA).

SECONDED

Claire Brown
NZK board member

Frank was elected to the TRFKA board in 2006, holding the role of president from 2008 to 2012. He was appointed to the NZK board in 2009 and elected president in 2011, serving three terms as NZK president to September 2017. Frank brought with him to the board role, an understanding of the political landscape and a sound analysis of the social and economic factors influencing families and communities. He had a sound knowledge of kindergarten and the issues confronting the sector including the contest of ideas around quality ECE, the implications of a growing private and corporate ECE sector, and increasing financial pressures on associations. Frank's governance and business expertise brought solid and complementary skills and acumen to NZK and considerable experience in strategic planning, financial management and change management. As NZ president, Frank charted a course to focus on kindergarten's strengths and a vision for the future, championing the place of kindergarten as a not-for-profit, community-based service and leader in ECE.

Kindergarten 2026 - one organisation

Since conference in September 2016 the working group has met 12 times. The working group:

2016

November talked with association managers about concerns and opportunities should members determine to establish one organisation

2017

February developed discussion paper - addressed issues and concerns raised by association managers, identified values and 'the givens' underpinning any new entity: what it would and would *not* be

March presented discussion paper and thinking to date to association managers, and sought feedback

March - May revised discussion paper and presented it to association boards, seeking feedback. Group members attended 22 association board meetings between March and May

May presented thinking to the NZK national meeting, workshopped the concerns, benefits and opportunities, sought feedback and identified next steps

June prepared and distributed a statement for associations to send to staff

July revised discussion paper to reflect the conversations at the May meeting

June - August clarified issues, gathered data, developed a network profile and interviewed other organisations: Plunket, Playcentre, SPCA and Fire and Emergency Services

September presented discussion paper to NZK conference

December prepared and distributed a statement for associations to send to staff

2018

April developed resource material: *Proposed model, Function summary, Timeline, Purpose, and What's in it for me*

May presented thinking to date to NZK national meeting and sought feedback on the proposed model

May developed additional resource materials: *Revised proposed model, The story*

May prepared and distributed a statement for associations to send to staff

June - August revised model and attended six regional meetings, board meetings, and staff meetings

Resources

Resource material, background and discussion papers available

<https://nz-kindergartens.worldsecursystems.com/secure-resources/One%20organisation/one-organisation>

STANDING ORDERS

- 1 Every person when speaking shall stand, state their name, and address the chairperson.
- 2 Voting strength will be established at the commencement of the general meeting and confirmed at the beginning of each session. When a vote is taken to a count abstentions will be recorded. Any full voting delegation leaving the meeting at any time must inform the chairperson immediately prior to leaving and on their return.
- 3 Speaking times shall be those approved at the commencement of the general meeting. Extension of time will be allowed by the chairperson only in exceptional circumstances.
- 4 Any other business will only be discussed once accepted by a majority of the voting strength of members. The chair may terminate discussion on any matter at their absolute discretion.
- 5 The order of business shall be that set down on the agenda unless decided otherwise by either the chairperson or delegates by a simple majority decision.
- 6 Speaking rights will be accorded delegates, members of the board, life members and any other person who from time to time may be recognised by the chairperson.
- 7 No person entitled to speak may speak to the same motion twice. A person entitled to speak who has spoken may speak again when an amendment is proposed to a motion. A right of reply shall be allowed only to the mover of the main or substantive motion and must be claimed before any amendment is put.
- 8 Amendments must be relevant to the subject matter of the original motion and if of more than three words placed in writing before the chairperson prior to being moved.
- 9 Only one amendment shall be proposed at any one time to any motion or question although notice of further amendments will be taken.
- 10 The withdrawal of a motion may be approved by way of a majority vote by those present and entitled to vote.
- 11 Three scrutineers will be appointed at the commencement of the General Meeting to act for the duration of the meeting.
- 12 Voting for the meeting will be conducted in accordance with Clauses 15, 16 and 17 of the Constitution of New Zealand Kindergartens Inc.

