

Memorandum of Understanding relating to Karori Sanctuary Trust

Between:

Wellington City Council (*the Council*)

The Guardians of Karori Sanctuary, as established under the trust deed of the Karori Sanctuary Trust (***the Guardians***)

Background

Karori Sanctuary Trust (***the Trust***) is a not-for-profit organisation, an incorporated charitable trust and registered charitable entity, governed by a trust deed consolidated to 25 June 2009 (***the Trust Deed***). The Trust has a 500-year vision: to restore a corner of mainland New Zealand (known as Zealandia) as closely as possible to the way it was 'the day before humans arrived'.

The Council and the Guardians are key stakeholders of the Trust, between them holding the power to appoint all trustees (while the Council provides any financial assistance to the Trust, which it currently does).

The Council and the Guardians have entered into this MOU to record how they will work together to ensure a consistent and collaborative approach to the appointment of trustees to the Trust, and to exercising any other rights and performing their obligations under the Trust Deed, in order to ensure the sustainability of Zealandia.

This MoU is a condition of the Council agreeing to include provisional grant funding of \$1.75 million to support Zealandia in its long-term plan.

1. Effect of MOU

- a. This MOU comes into effect when agreed by the parties and continues until brought to an end by either or both of them. It is intended to guide the relationship between the Council and the Guardians, which will continue to develop.

2. Roles of the parties

Under the Trust Deed:

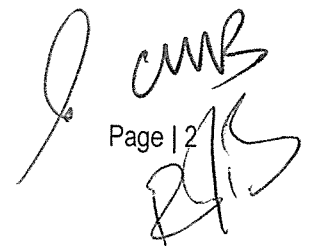
- a. The role of the Guardians is to appoint four or five trustees to the Trust Board.
- b. The role of the Guardians is also to approve amendments to the Trust Deed.

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L. [unclear] CWS

- c. The role of the Council is to:
 - i. appoint up to three trustees to the Trust Board;
 - ii. if it wishes, appoint the Chair of the Trust.
 - iii. The Council is also land owner, lender to and funder of, and strategic partner of, the Trust.

3. Relationship principles

- a. The Council and the Guardians share a common interest in the effective governance, management and operational practices of Zealandia to ensure its sustainability.
- b. Formal procedures will be developed, particularly around effective communication and a clear understanding of the roles and responsibilities of each party, to build a positive working relationship between the parties and ensure they work collaboratively together. These will include:
 - i. Regular meetings between key contacts and between all of the Guardians and all relevant Council officers;
 - ii. Identified key contacts - at the time of entering into this MOU being:
 - 1. For the Council - Mike Scott, Business Improvement Manager, DDI: 04 803 8409
Email: Michael.scott@wcc.govt.nz
 - 2. For the Guardians - Stephen Fuller
DDI: 04 3855798
Cell: 027 2225741
Email: stephen.fuller@boffamiskell.co.nz
- c. In their dealings with the other, the Council and the Guardians will each:
 - i. communicate with the other in an open, honest and timely way, including responding promptly to requests for information or comments;
 - ii. notify each other, at an early stage, of any actions taken, or proposed to be taken, in relation to its involvement with Zealandia and/or the Trust
 - iii. maintain comprehensive documentation of planning, actions and outcomes
 - iv. raise any potential or actual issue or disagreement directly with the other party before taking any more formal action.



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4. Common objectives for Zealandia

- a. The Council and the Guardians share the following common objectives for Zealandia:
 - i. That it be maintained and continue to be enhanced as an ecological area of significance which is to be restored as closely as possible to its pre human state;
 - ii. That it is an effectively managed and financially sustainable business noting the need for Council financial support at least at this stage
 - iii. That it further develops its role in relation to being an education and research facility
 - iv. That it continues to seek and foster community support and participation in the project
 - v. That it continues to encourage visitation to Zealandia
 - vi. That it continues to develop relationships with other relevant conservation, education, research, tourism, community and commercial organisations.
 - vii. That it is proactively involved in Council's initiative to advance the principle of a wider ecological framework for the city.

5. Appointments to Trust Board

- a. The Guardians agree with the Council's proposal that the governance and management of the Trust be reviewed and any recommended changes implemented, to assist in ensuring the ongoing viability and sustainability of both the Trust and Zealandia.
- b. In order to facilitate such a review, the Council and the Guardians will each exercise their rights to appoint trustees such that:
 - i. An Interim Trust Board will be appointed to guide and implement any findings of the governance and management review - expected to take approximately 6 months commencing July 2012;
 - ii. Without detracting from the criteria in clause 7.4 of the Trust Deed, the trustees appointed to the Interim Trust Board will possess a range of skills appropriate to the review and change implementation;
 - iii. Once the review is completed and any changes implemented, a different emphasis in the range of trustee skills and experience may be beneficial, and to the extent that is the case, (and without detracting from the criteria in clause 7.4 of the Trust Deed), each party will exercise their right to remove trustees on the Interim

Trust Board and appoint other trustees in their place if applicable.

6. Governance, management and operational review

As a condition of funding and as agreed by Council at the meeting of 12 June 2012 a governance, management and operational review will be undertaken at Zealandia.

Without predetermining the outcome of the review, the parties acknowledge that it is likely that changes to the governance, management and operations will be proposed. As such, this MoU is relevant for the term of the Interim Trust Board only as consideration will need to be given to the recommendations of the review.

7. Opportunity to comment on draft Review Report


The review report will be distributed to Trustees, Guardians and Council for comment before finalisation by the Reviewer.

Dated

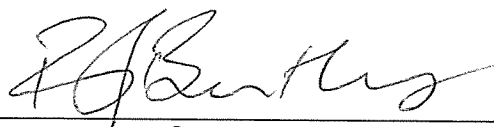
29th June

2012

Signed on behalf of Wellington City Council by:


 Name Debra Wade-Brown
 Title Mayor

Signed on behalf of the Guardians by:


 Name Richard Bentley
 Title Chairman, Guardians

26/6/2012

As provided under clause 17.5 of the Trust Deed, the following motions were circulated by email, and agreed unanimously by the Guardians on 24 June 2012.

“That subject to a review of the MOU by Stephen Fuller and Colin Miskelly (as agreed at the meeting of the Guardians on 20 June 2012), and agreement to any necessary changes by Wellington City Council, Stephen Fuller in his role as acting chair has delegated authority to sign the MOU on behalf of the Sanctuary Guardians.”

“That the Guardians appoint Pam Fuller and Steve Thompson to the Interim Karori Sanctuary Trust Board, the appointment to be for a period of six months commencing 25 June 2012 and concluding on 31 December 2012, and that written notice of this appointment be provided to the Chairman of the Trust Board as required under clause 7.3 (b) of the Trust Deed”

A handwritten signature in black ink, appearing to be 'P. Fuller' or similar, written in a cursive style.