**Minutes of the HITO Annual General Meeting held on Monday 15 May 2023**

**From 11am to 11.31am at HITO, 107 Customhouse Quay, Wellington (and via Zoom)**

**ATTENDANCE:**

**Employer Member Attendees (In person):**

Maureen Bowring

Anne Millar

Penelope Burns

Charmaine Jackson

**Employer Member Attendees (by Zoom):**

Grant Bettjeman

Greg Murrell

Jacqui Broughton

Jeremy Scarle

Julie Evans

Lynley Bowen

Simone Jones

**Other Attendees:**

Wanda Menchi

Helen Johnston

Hannah McKenzie

Carol Hayward

Elaine Edwards (minutes)

**HITO Attendees:**

Kay Nelson CEO

Rob Sewell GM Finance

Debra Hawkins GM Stakeholder Engagement

**Board Attendees:**

Flora Gilkison (Chair)

Louise Gray

Jacqui Victor (via Zoom)

Wayne Smith (via Zoom)

Craig Stinson

Peter Wells

**Apologies for Absence (Proxy Vote Recorded):**

51 proxies had been received.

**Apologies for Absence:**

Emma Fraser, Philip Millar, Victoria Bussell, Andrew Cobeldick

1. **WELCOME, HOUSEKEEPING CONFIRMATION OF ATTENDEES AND APOLOGIES**

The Chair formally opened the meeting with a greeting and comment in Te Reo giving a warm welcome to all attendees. The CEO outlined housekeeping and health and safety arrangements for the building. The Chair noted this is a day of beginnings and endings. The Chair confirmed her understanding was that there was a quorum present.

***It was resolved*** *that the apologies for absence as noted above, be received.*

*Moved: From the Chair Carried Unanimously*

1. **CALL FOR GENERAL ITEMS OF GENERAL BUSINESS** - none
2. **MINUTES OF PREVIOUS AGM HELD ON 27 JUNE 2022**

***It was resolved*** *that the minutes of the 27 June 2022 AGM be confirmed as a true and accurate record of the meeting.*

*Moved: Anne Millar Seconded: Peter Wells Carried Unanimously*

1. **MATTERS ARISING FROM MINUTES OF PREVIOUS AGM**

The Chair noted a point of clarification within the minutes from the previous AGM as to whom had the powers to set up a charitable trust, It was confirmed that following receipt of legal advice it was clarified that the Board were the decision makers with regard to the appropriate way forward (ie charitable trust or incorporated society). Hence the Charitable Trust HISO had been set up and $5million transferred.

Members are the ones required to vote on closing the organisation and hence the motion the chair was putting later on in the meeting.

1. **HITO ANNUAL REPORT/BOARD CHAIR’S REPORT**

The Chair read her 2022 Report (which was included in the 2022 Annual Report as circulated with the AGM agenda/papers and also available on the HITO website). The Chair reflected on the work of the previous and current CEOs.

***It was resolved*** *that the Annual Report/Chair’s Report be received and noted.*

*Moved: Peter Wells Seconded: Louise Gray Carried Unanimously*

1. **CEO’S REPORT**

The CEO’s Report was received and noted (as also included in the 2022 Annual Report). The CEO reflected on the extremely challenging year, noting it has been difficult to give up everything the team have grown and nurtured. The CEO reflected on the amazing employer members and the supportive Board. On behalf of the membership the Chair thanked Kay for her leadership of HITO.

***It was resolved*** *that CEO’s Report be received and noted.*

*Moved: Flora Gilkison Seconded: Peter Wells Carried Unanimously*

1. **FINANCIAL STATEMENTS AND AUDITED ACCOUNTS**

The Financial Statements and audited accounts for the year ending 31 December 2022 were received and noted. It was confirmed that money from HITO had been transferred to Te Pūkenga to enable the fees free training for HITO apprentices to carry on for the 2023 year. Net assets were $5,361,062 at the end of 2022. Noted $5million had since the end of the financial year been transferred to the HISO Charitable Trust. The Chair outlined the next steps were for the liquidator to progress the wind up of HITO once and if the motion related to this was passed.

HISO Charitable Trust: The Trust is established and once some more information comes out to members the Chair encouraged members to apply to the HISO Charitable Trust for funding to cover a range of training support initiatives. The CEO outlined how the HISO Charitable Trust would work in practice and noted a website is yet to be setup which will outline how the Trust will operate. It was confirmed that the $5million capital will not be spent, however the interest generated will be used to fund supportive opportunities. At say 6% this will be about $300,000 pa and as it’s a charitable trust no tax is required. It was confirmed that HITO Trustees will be paid expenses and a budget will be set up annually; likely costs will be website running fees, meeting expenses and administrative expenses incurred by the Trust. A query from a member on what happens to any residual funds left in HITO. It was confirmed that the HITO members/liquidator will be required to make a decision with regard to the use of any funds remaining after the liquidation process.

Audited Accounts: Noted the audit was “clean” with no revisions. The audit included the new Statement of Service Performance.

***It was resolved*** *that financial accounts and audited statements for the year ending 31 December 2022 be received and accepted.*

*Moved: Maureen Bowring Seconded: Anne Millar Carried Unanimously*

1. **MOTION TO WIND UP HITO**

The Chair read out the background to the motion and noted this is the final AGM of HITO. There was no discussion or questions asked.

***It was resolved*** *that as the Government have removed the legislation that approves Industry Training Organisations to operate. That HITO employer members current during the period of 1 January 2022 to 19 September 2022 wish to wind up HITO as an incorporated society and transfer any residual funds (after fees including legal and liquidator) to the charitable trust (Hairdressing Industry Training Support Opportunities).*

*Moved: Craig Stinson Seconded: Peter Wells Carried Unanimously*

1. **GENERAL BUSINESS**

IPSN (International Professional Services Network) Update: Anne Millar noted an IPSN University for beauty is to be opened in Osaka. An update would be provided at the SGM.

Gateway: Noted this will continue under Te Pūkenga (Learners and Employers Journey). The understanding is that HITO will continue to be involved with Gateway students (ie no change). The CEO noted the idea is that there will be very little noticeable change for employers.

Special General Meeting (SGM): Noted a short Special General Meeting (as required by legislation when an Incorporated Society is moved to go into liquidation) will take place online via Zoom on 19 June at 5pm. Noted the liquidator will be Deloitte, who have experience in other ITO liquidations.

1. **CLOSE**

The Chair thanked the Board, Kay, management and the industries for their work and for supporting HITO on the journey.

The Chair thanked the participants for taking the time to attend the AGM and closed the meeting at 11.31am.

*These minutes are accepted as a true and accurate record of the AGM held on Monday 15 May 2023.*

Signed: ……………………………………………………………………….

Date: …………………………………………

Dr Flora Gilkison (Chair)