

**MINUTES OF THE HORTICULTURE NEW ZEALAND INC
17TH ANNUAL GENERAL MEETING
HEADINGLY CENTRE, 2 HEADINGLY LANE, RICHMOND, NELSON
ON WEDNESDAY 21 SEPTEMBER 2022 AT 4.00PM.**

Present:	Barry O'Neil	President/Chair
	Bernadine Guilleux	Vice-President
	Bruce Campbell	
	Hugh Ritchie	
	Emma Lees	Future Director
	Kate Truffitt	
	Kathryn de Bruin	
	Brydon Nisbet	
	Murray Denyer	
	Tony Howey	
In Attendance:	Nadine Tunley	CEO
	Kerry Norman	Board Secretary
	John Milford	Chair of Independent Director Remuneration Committee (via Zoom)

National Party Horticulture spokesperson Tim van de Molen addressed the Annual General Meeting.

1 WELCOME FROM PRESIDENT AND APOLOGIES

Horticulture New Zealand (HortNZ) President and Chair, Barry O'Neil, welcomed members, life members, guests and staff to the 17th AGM of Horticulture New Zealand Inc. The President recognised the iwi of the area: Ngati Rarua, Ngati Tama, Ngati Koata, Te Atiawa, Ngati Kuia and Ngati Toa and the Nelson growers who had been affected by the recent adverse weather in the region.

The following apologies were noted.

Anthony Rakich, Danube Orchards	Peter Klaassen
Cameron Lewis	Robert Buchanan
Daibi Chen	T&G Global Limited
Florence Trust	Tony Ponder
Grahame and Berys Ross	W.F. Black for Moturua Family Trust
Ian West	Waipopo Limited Partnership
Keith and Carol Owen	
Leon Stallard	Additional Apologies were received for:
MG Amyes	Kevin Wilcox, AS Wilcox
Michele Roger	Mark Mayston, NZKGI Chair
Murray Carline	

2 VOTING AND PROXIES

The HortNZ Chief Executive advised that 21 proxies had been received (both directed and undirected). The proxies were allocated to:

The Chair	20
Brydon Nisbet	1

Those members holding proxies were present.

3 OBITUARIES

A moment of silence was observed in remembrance of:

- Alan Warren
- Brigitte Richards
- Lawrence Barclay
- MW Osborne
- Noel Hickland
- Peter Falloon
- Pravin Master
- Ron Becroft
- Trevor Turner.

4 MINUTES OF 16TH AGM

There were no amendments to the minutes.

RESOLVED (BERNADINE BALLE-GUILLEUX / DAVID HADFIELD)

“THAT the minutes of the 16th AGM of Horticulture New Zealand, held on 6 August 2021 at Mystery Creek, Hamilton be taken as read and confirmed as a true and correct record of that meeting.”

The motion was passed with one abstention.

5 PRESIDENT & CEO'S REPORT

The President referred members to the President's and CEO's reports from the Annual Report. A copy of these slides is available to members on request. The President highlighted the following key points:

- This had been another challenging year for growing.
- Labour remains a key issue for the industry and encouraged growers to consider ways in which we can attract more people, such as working holiday visa holders, into the workforce. The Chair also thanked those who had been working on labour on behalf of industry.
- The President was pleased to see the industry's collaborative approach to RSE, which remained a resource heavy issue. He thanked the RSE Operational group for their work on RSE during Covid response.

Chief Executive Nadine Tunley spoke to the AGM. Her slides are available to members on request. She highlighted the following to those present:

- HortNZ underwent a transformation project in 2021/2022 which resulted in more of a focus on engagement and extension and strategy and policy which are two key pillars of work for growers.
- There had been more collaboration across the sector on pan-sector issues. The Chief Executive thanked the industry Chief Executives and product group business managers for their contributions.
- The recent announcement of the National Policy Statement for Highly Productive Land is the first step on an evolving journey. There will be considerable work required on this as we need to address the freshwater situation as an industry and integrate this into other related Act requirements. It will be important for growers to engage in this work.
- The Labour collaborative continues to work on the issues facing the horticulture industry on labour requirements and the recognised seasonal employer (RSE) scheme.
- Career Progression Manager funding will be ending in December 2022. HortNZ has been looking for new sources of funding.
- The Horticulture Action Plan is being drafted and should be complete by the end of 2022, after considerable consultation from KPMG and the governance group. Much of the Action Plan will align with the Fit for a Better World (FFBW) work of MPI.

The President acknowledged the work of the Chief Executive and staff of Horticulture New Zealand over the last year.

A member raised that he estimated that this financial year the sector had lost \$1.5 billion in export revenue because of lost product in the industry. Government had not been quick enough to adapt to that reality. The President said HortNZ would continue to do what it can to ensure there is a conversation about the impacts of labour and other issues affecting the Horticulture sector.

RESOLVED (BARRY O'NEIL / KIRAN HARI)

“THAT the President's & CEO's Report for the financial year ending 31 March 2022, as published in the Annual Report, be taken as read and adopted.”

The motion was passed with one abstention.

6 FINANCIAL STATEMENTS

The Chief Executive presented the audited Financial Statements for the year ended 31 March 2022 and explained the variances. These slides are available on request.

RESOLVED (TONY HOWEY / PAUL MORGAN)

“THAT the audited financial statements for the year ended 31 March 2022 be adopted.”

The motion was passed with one abstention.

7 LEVY RATE

There was no change proposed for the 2022 / 2023 levy.

RESOLVED (BRYDON NISBET / DAVID HADFIELD)

“THAT the 2023-year levy rate for the purposes of the Commodity Levies (Vegetables and Fruit) Order 2019 remain and be set for domestic sales at 0.14% of the price received at the first point of sale, for export sales remain and be set at 0.14% of the price received after the deduction of all offshore costs and for processed sales remain and be set at 0.14% of the notional process value.”

The motion was passed with one abstention.

8 DIRECTOR REMUNERATION

John Milford as Chair of the Independent director's remuneration committee spoke to members. The slides are available on request.

The terms of reference require the Committee go to market every three years for a full review of director remuneration. A full review was carried out in 2021 (delayed from 2019). The Committee recommends that with the impact of covid and market challenges the Board should consider bringing forward a full report to 2023 rather than 2024.

RESOLVED (JOHN MILFORD / PAUL MORGAN)

The Independent Director Remuneration Committee met earlier in the year and conducted a review of Director's remuneration. The Committee recommends to the AGM that an increase of 3.5% was warranted to keep the Director's Fees current, recognise the increase in CPI while acknowledging the current fiscal environment for grower members.

The motion was passed with two members voting against the resolution and two members abstaining, and the remaining members voting in favour of the resolution.

The HortNZ Board Chair thanked John Milford and the remuneration committee for their work, and members for their support of the Board.

9 2022 / 2023 BUDGET

The Chief Executive presented the 2022/23 Budget. HortNZ was forecasting income of \$6,806,100 and expenditure of \$6,785,467.

Overall HortNZ was estimating a gain of \$20,633.

RESOLVED (KATHRYN DE BRUIN / RAJPREET SINGH)

“That the Budget for the year ending 31 March 2023 be endorsed.”

The motion was passed with one abstention.

10 APPOINTMENT OF AUDITOR

The Chair advised members that HortNZ will carry out an RFP for the auditor in this year with the successful auditor carrying out the audit for the year ended 31 March 2024.

RESOLVED (KATE TRUFITT / PIERRE GARGUILLO)

“That BDO Wellington Incorporated, be appointed auditors for the year ended 31 March 2023.”

The motion was passed with one abstention.

11 RULE CHANGE

The Chair noted that a review of the rules would be required with the changes to the Incorporated Societies Act but there were some updates required to change the physical address details of the HortNZ office and to allow for members to attend by virtual means.

RESOLVED (HUGH RITCHIE / TIM EGAN)

Amendment of Constitution and Rules (“Rules”) Proposed by the HortNZ Board That the Rules be amended by:

- 1.1 Deleting from clause 2, the words “Level 2, Huddart Parker Building, Post Office Square” and inserting in their place “Level 4, Kiwi Wealth House, 20 Ballance Street”.**
- 1.2 Deleting clause 8(a) and inserting in its place the following clause: (a) “A general meeting of all members of the society, called the “AGM”, shall be held in each year: (i) not later than 6 months after the balance date of the society; (ii) not later than 15 months after the previous AGM, by a quorum of members: (iii) being assembled together at the time and place appointed for the meeting; or (iv) participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or (v) by a combination of both of the methods described in paragraphs (iii) and (iv).”**
- 1.3 Deleting clause 9(i) and inserting in its place the following clause: “Quorum: Thirty-five (35) members present in person, or participating in the meeting by means of audio link, audiovisual link, or other electronic communication, or present by proxy shall form a quorum at all AGMs and other general meetings of the society.”**

The motion was passed with one abstention.

12 GENERAL BUSINESS

There was no additional business.

13 RESULTS OF 2022 DIRECTOR ELECTIONS

Directors Barry O'Neil and Bernadine Balle-Guilleux stood unopposed. No election was required.

14 AWARDS

The Chair of the HortNZ Board presented an Industry Service Award to Mick Ahern and the President's Trophy to Miriana Stephens.

The Chair also acknowledged the other awards given this year:

- Danny Bearsley (Bledisloe Cup)
- Robin Oakley (Environmental Award)
- MG Market Gardeners Ltd (MG) Auckland (Environmental Award)

15 CLOSING

The Chair thanked members for their attendance.

The meeting was closed at 5:08pm.

Read, approved as a true and correct record

This day of 2023