

## MINUTES OF THE OTAGO SOUTHLAND BRANCH 2025 ANNUAL GENERAL MEETING

**Date:** Tuesday 13 May 2025  
**Time:** 12:30pm  
**Location:** The Dunedin Club, 33 Melville Street, Dunedin

### Members Present

Adam La Hood	MInstD
Alan McKenzie	CFInstD
Angela Clark	MInstD
Anne McLeod	MInstD
Daniel Harmes	MInstD
David Christensen	MInstD
Elena Calvert	MInstD
Emma Hodgkin	MInstD
George Dawes	MInstD
Hannes Jacobs	MInstD
John Gallaher	CFInstD
John Ward	DistFInstD
Julia Scott	MInstD
Karen McLauchlan	MInstD
Karen McLauchlan	MInstD
Kate Rankin	CMInstD
Kerrie Young	CMInstD
Kyle Cameron	MInstD
Martin Dippie	CFInstD
Martin Dippie	CFInstD
Miranda Miroso	CMInstD
Peter Truman	MInstD
Rachel McLauchlan	CMInstD
Robbie Burnside	DistFInstD
Robert Gale	CMInstD
Rowena Davenport	CMInstD
Ruth Zeinert	Assoc
Sarah Simmers	MInstD
Scott Mason	CFInstD
Sharon Knowles	MInstD
Sharon van Turnhout	MInstD
Sophie Barker	MInstD
Stephen Richards	MInstD
Steve Brocklebank	MInstD (Retd)
Stuart McLauchlan	CFInstD
Suzanne Kinnaird	MInstD
Zabeen Lateef	MInstD

### Non-Members Present

Isaac Elias  
John Anderson

Anna Campbell  
Liwen Yi  
Rachel Lund  
Sally Warlow  
Takashi Oba  
Tony Garry  
Vanessa Robb

## Apologies

### Apologies Received:

Trish Oakley, Jeff Broughton, Kate Keddell, Libby Harrison, Jenny McMahon, Geoff Thomas, Rob Hay, Giselle McLachlan, Tim Loan, John Farrow, Dean Delaney and Virginia Nicol

**MOVED** from the Chair that apologies received be accepted

**Seconder:** Kyle Cameron

**Outcome: Apologies approved**

## Confirmation of Minutes of Previous AGM (tabled in OS Branch webpage)

**MOVED** from the Chair the adoption of the minutes of 2024 Branch AGM as being a true and correct record:

**Seconder:** Rowena Davenport

**Outcome: Minutes approved**

## Chair's Report

**Tēnā koutou katoa,**

On behalf of the Institute of Directors Otago Southland Branch Committee, it is my pleasure—and a touch of a privilege—to report on the past year, my first as Chair. It's been a dynamic 2024, and I can confirm the rumours: governance is still alive, well, and as necessary as ever.

The Institute of Directors stands as Aotearoa's professional body for directors and continues to sit confidently at the centre of our governance ecosystem. Our mission? To support directors in adding value—real, measurable, sometimes even eyebrow-raising value—to their organisations.

A quick look back: the IoD began its New Zealand journey over four decades ago, initially as a branch of the UK Institute. Since becoming an independent entity in 1989, we've grown to a strong and diverse network of over 10,500 members, all connected through our regional branches and national office.

At the helm nationally is our Board, which oversees the appointment of our CEO and ensures our organisation runs as a tight, well-governed ship. The National Council remains our collective conscience, keeping the members' best interests firmly in focus. We're proud to have Trish Oakley representing Otago Southland on both the Board and the Council. I also sit alongside her on the Council—so yes, the South has a strong voice in the room, and we use it.

### Regional Performance

Closer to home, the Otago Southland branch has held its ground—and then some. Despite a challenging economic climate that would make even the steadiest director blink, we maintained a solid membership of 742. We continue to punch above our weight in both member activation, engagement and tenure.

We were thrilled to welcome two new Distinguished Fellows—Dr Jenny McMahon and Kathy Grant—and one new Chartered Fellow, Paul Moodie. This brings our regional Distinguished Fellow tally to 13 (of just 80 nationally) and our Chartered Fellows to 42. Congratulations also to those in our region who achieved Chartered Membership this year—your journey is just beginning, and we're excited to watch it unfold.

## Events & Engagement

In 2024, we leaned into quality over quantity. Across our 22 events, we focused on high-calibre speakers and timely, relevant topics. The result? A noticeable uptick in attendance—750, up from 659 last year. We're clearly striking a chord.

Some highlights:

- Our annual Chartered Members and Fellows Dinner featuring Neil Paviour-Smith.
- A robust panel on Director Recruitment and Government Board Appointments with insights from Treasury's Simon Wi Rutene and Platinum Recruitment's Daniel Harmes.
- David Downs keeping things lively in Wānaka with *"What's the story with bored meetings?"*
- Our "Ask Me Anything" series on governance journeys in Dunedin, Invercargill, and Queenstown.
- A powerful session with Mercury CE Stew Hamilton on Kaiwera Downs wind farm and the energy future.

As is our tradition, in lieu of speaker gifts we made donations to several charities: the Malaghan Institute, Cancer Society, Surf Life Saving NZ, Camp Columba, and Food to Love. Good governance with a side of good will.

## Capability Building

With the support of the Otago Community Trust and Community Trust South, we delivered four Not-for-Profit Governance Essentials courses across the region, helping to boost governance skills in 120 individuals working in the NFP space. The appetite for capability building is real, and we're here to feed it.

Our branch continues to champion the Emerging Director and Mentoring for Diversity programmes. This year we celebrated *not one, but two* Emerging Director Award winners: Carla Harper and Kate Faulks—testament to the growing pool of talent in our region. They'll each receive mentoring from senior directors to support their next steps. We combined the award presentation with our end-of-year gathering, which also gave us the perfect moment to celebrate Distinguished Fellow Dr Jenny McMahon. A full house, festive spirit, and inspiring leadership all in one night—with IoD President Jackie Lloyd adding the perfect note as guest speaker.

A special mention goes to Queenstown-based director Leanne Illingworth, who was selected for the national Mentoring for Diversity programme. She'll be mentored by the seasoned and wise Linda Robertson. These initiatives are about fostering self-awareness, clarifying purpose, and setting a strong foundation for governance excellence.

## National Highlights

Nationally, the IoD continues to expand its impact. This year, we introduced five Shared Interest Groups (SIGs) to help members connect on topics that matter: Audit & Risk, Climate Governance, Pasifika, Women Directors' Network, and Young Directors' Network. Collaboration thrives when common ground is found.

Our Chapter Zero New Zealand initiative continues to promote climate governance, and the IoD's Scholarship Fund supported 12 NFP directors through our flagship courses. We also proudly launched the *Tautua Pasifika Mentoring Programme*, focused on lifting Pacific leadership representation in governance. This is not just timely; it's essential.

The Governance Leadership Team also released its Top 5 Issues for 2025:

1. Return on Capital
2. Governance Reform
3. Climate as a Competitive Edge
4. Quantum Leaps Ahead
5. The High-Performing Chair

We'll look to weave these into our branch activities in the coming year—because the future waits for no one, and good governance leads the way.

## Acknowledgements

None of our achievements would be possible without the steadfast support of our local sponsors: Anderson Lloyd, ASB, Deloitte, and Platinum Recruitment. Thank you for your commitment to raising the bar in governance across our region.

Thank you also to Sally Rae and the Otago Daily Times team for your excellent coverage of our events and speakers. Your storytelling helps connect our work with the wider community.

To our branch committee—Jeff Broughton, Sarah Brown, Rowena Davenport, Jeff Grant, Rei Ishikawa, Rachel McLauchlan, Trish Oakley and Sarah Ottrey—my heartfelt thanks. Your energy, networks, and insights are invaluable. I'd also like to acknowledge the contributions of Jon Foote and Duncan Fea, who completed their terms this year. You leave big shoes (and well-crafted governance footprints) to follow.

And of course, to our branch manager Michelle Branford: thank you. Your tireless efforts and attention to detail are what make this branch run so smoothly. I know our members value your guidance as much as I do.

## Closing

In summary, the Otago Southland Branch is in good heart—engaged, evolving, and looking forward. On behalf of the committee, thank you for your continued support. We're always open to feedback and welcome your input as we shape the year ahead.

Here's to 2025—a year of sharper questions, stronger boards, and maybe even fewer “bored” meetings.

**Ngā mihi nui,**

**Scott Mason**

Chair, Otago Southland Branch

Institute of Directors New Zealand

**MOVED** adoption of Branch Chair's Annual Report for 2024

**Mover:** John Gallaher

**Seconder:** Martin Dippie

**Outcome: Branch Chair's Annual Report for 2024 approved**

## Election of Branch Committee

Under our branch constitution, one third of our branch committee retire by rotation each year and are eligible for re-election if they choose to stand for another term.

The current committee comprises of Scott Mason (Chair), Jeffrey Broughton, Rowena Davenport, Jeff Grant, Rei Ishikawa, and Trish Oakley.

This year Duncan Fea retired in December 2024 and Sarah Ottrey retired March 31, 2025. Both Duncan and Sarah are not available for re-election. Sarah Brown and Rachel McLauchlan were co-opted to the committee and will therefore stand for election

As no other nominations have been received and no nominations will be taken from the floor, we will therefore formally elect Sarah Brown and Rachel McLauchlan to the branch committee.

Committee profiles are available on the IOD website.

**MOVED** from the chair the election of Sarah Brown and Rachel McLauchlan to the branch committee

**Secunder:** Alan McKenzie

### **General Business**

Stuart McLauchlan proposed a vote to thanks to the branch committee for their hard work, support and commitment.

No other general business.

### **Closure**

The AGM closed at 12.48 pm and the guest speaker John Ward DistFInstD spoke to the attendees.