

**Minutes of the 54th Annual General Meeting
of Southern Cross Medical Care Society**

Held on Tuesday, 1 December 2015 at 7.05pm
at The Ellerslie Convention Centre, 82-100 Ascot Avenue, Ellerslie, Auckland

- Present: G W Gent, Chairman
- Dr D D Baird, Ms C M Drayton, Ms C B Durbin, Ms E M Hickey, G R W France and K B Taylor (Directors)
- Senior management and advisors, including P J Tynan, G Searle, C Watney, L Bojsen-Moller, A McPhail, V Caisley, S J Azzopardi, J Smeed (Appointed Actuary), Dr I Pogson (Chief Medical Advisor), M Flaherty (General Counsel), R Cunningham (Company Secretary), and others totaling in excess of 100 Members.
- Welcome: Mr Gent welcomed Members to the meeting.
- Introduction: Mr Gent acknowledged the presence of past Chairmen of the Board.
- Mr Gent asked Directors to introduce themselves, before introducing Mr Tynan, the Chief Executive Officer and Ms Cunningham, the Secretary to the Board. Mr Tynan introduced members of his management team and senior advisors.
- Apologies: Ms Cunningham advised that there were no apologies received.
- There were no additional apologies from the floor.
- Notice of meeting: Mr Gent advised that notice of the Annual General Meeting had been given in accordance with the Rules of the Society.
- Quorum: As there were more than 12 Members present, Mr Gent declared the meeting open.
- Voting and speaking protocol: Mr Gent outlined the voting and speaking protocols to be followed, in dealing with the various motions to be considered in the meeting.
- Presentation of Annual Report and Financial Statements: In presenting the Annual Report and Financial Statements, Mr Gent gave a brief overview of the 2014/15 year. (A copy of Mr Gent's presentation is available on the Society's website).
- Mr Tynan, the Chief Executive Officer gave a presentation on the Society's performance (a copy of Mr Tynan's presentation is available on the Society's website).
- Mr Azzopardi, the Chief Financial Officer gave a brief update on the high level financials and the Society's investments (a copy of Mr Azzopardi's presentation is available on the Society's website).

Prior to putting the motion to the meeting, Mr Gent invited questions or discussion from Members. There were no questions/discussion from members.

It was then moved by Mr Gent and seconded by Ms Hickey, that the Annual Report and Financial Statements, including the Auditor and Appointed Actuary's Reports, for the year ended 30 June 2015 be received.

With no discussion or questions from the floor, the motion was put to the meeting and passed on the voices.

Election of Directors:

Mr Gent explained that while the number of candidates this year was equal to the number of vacancies, the Rules of the Society still require an election of Directors to be held at the AGM.

As he was standing for re-election this year Mr Gent handed over the Chair to Ms Cunningham for this item of business.

Resolution 2.1:

Ms Cunningham commented to the meeting that as Ms Durbin had advised the Board earlier in the year that she would be retiring, the Board initiated a recruitment process to fill the vacancy.

When filling this vacancy the Board considered the skill set of the current Directors, identified the qualifications, competencies and experience required, and engaged an independent consultant specialising in Board and senior executive appointments to conduct a search process.

This process resulted in the identification of Julia Raue who was subsequently nominated for the role of Director.

Ms Raue made a brief speech to the meeting introducing herself and outlining the skills and experience she can bring to the Board.

Prior to putting the matter to the meeting, Ms Cunningham asked was there any discussion. There was none.

It was moved by Ms Cunningham and seconded by Ms Drayton, that Ms Raue be elected as a Director of the Society.

With no discussion from the floor, the motion was put to the meeting and passed on the voices.

Resolution 2.2:

Ms Cunningham advised that this year, in accordance with the Rules of the Society, Mr Gent retires by rotation and, being eligible, has offered himself for re-election.

It was moved by Ms Cunningham and seconded by Mr France, that Mr Gent be re-elected as a Director.

With no discussion from the floor, the motion was put to the meeting and passed on the voices.

Mr Gent resumed the Chair.

Appointment of a Trustee:

Mr Gent advised the meeting that Ms Durbin's retirement created a vacancy for office as a Trustee and Ms Hickey had been nominated to fill the vacancy created.

Mr Gent briefly outlined for members the role of Trustees.

It was moved by Mr Gent and seconded by Mr Taylor, that Ms Hickey be appointed as a Trustee of the Society.

With no discussion from the floor, the motion was put to the meeting and passed on the voices.

Amended Rules:
(Special Resolution)

Mr Gent briefly outlined the purpose of the amendments to the Society's Rules and the consultation process undertaken during the year.

As there was no discussion or questions from members, Mr Gent moved that the Amended Rules of the Society be adopted to replace the existing Rules. The motion was seconded by Dr Baird.

The vote was conducted by poll, therefore members were asked to complete and submit their proxy/voting forms for this Special Resolution in order to satisfy requirements for the alteration of Rules (Rule 22).

Although the results of the vote were not available prior to the meeting being closed. The result of the poll, as advised by the Secretary to the Society was that the adoption of the Amended Rules of the Society was approved by 95.2% of the Members who voted. As this exceed the required 75% threshold, the Special Resolution was passed.

General business:

Recognising the retirement of Ms Durbin

Mr Gent thanked Ms Durbin for her contribution to the Board over the last nine years and her constant focus on serving members.

Pharmac presentation:

Mr Gent introduced Mr Steffan Crausaz, Chief Executive Officer of PHARMAC.

Mr Crausaz gave a brief presentation outlining the role of PHARMAC and New Zealand's pharmaceutical expenditure.

Mr Crausaz answered questions from members.

Other General Business

Mr Gent advised that there were no formal items of general business notified by the close-off date. He invited discussion by members regarding the business of the Society.

Mr Gent and members of the Society's management team answered questions from members, including:

- the role of Medsafe and Pharmac relative to the benefits the Society offers (S McPhee),
- the idea of opening a private alternative for acute hospital care in Auckland (G Logan), and
- doing more to address increasing provider costs (G Roger).

The meeting closed at 8.20pm.