

EPILEPSY ASSOCIATION OF NEW ZEALAND INCORPORATED

MINUTES OF THE 69th ANNUAL GENERAL MEETING

Held online, on Tuesday 23 September 2025 at 7:00pm

PRESENT: 21 members present

Board: Glenn Livingstone (President), Philippa Tolley, Dave Guruge, Tess Ahern and Ricky Bennett.

Commissioners: Theo Kuper

Staff: Tracy Tierney (CEO), Anneleen Duvenage, MarjoTenhagen, Sasha Clarkson, Judith Browne, Bobbi Oliver

Attendees: David Thorp, Joy Thorp, Philip Haythornthwaite, Christine Haythornthwaite, Dianne Armstrong, Marc Piercey and Theo Piercey, Murray Waring, Penny Franklyn, Justine Kerr, Carol Buchanan, Chris McCasker

Apologies: Vaughan Crimmins, Chris Selbie, Dr Peter Bergin, Leota Meredith, Paul Kellett

The meeting was started by the Chairperson of the meeting, Glenn Livingstone and a welcome extended to everyone in attendance on-line. Participants were advised that the meeting was being recorded. Glenn invited Board Members to introduce themselves and welcomed the Chief Executive Officer, Tracy Tierney to her first meeting and thanked Commissioner Theo Kuper for his attendance.

Glenn explained the process for participant involvement in the meeting and confirmed quorum had been reached therefore the meeting could continue.

Resolved the apologies were noted and approved.

P Haythornthwaite / D Guruge

No member in attendance notified the board of any conflicts of interest. Conflicts for the Board are carried forward.

1. Confirmation of Previous Minutes

Glenn noted the Board had approved the minutes from last year's Annual General Meeting held 10 September 2024.

There were no matters arising.

Resolved the minutes be confirmed.

R Bennett / D Guruge

2. Annual Report

Glenn presented and tabled the Annual Report for 2024/25 which was taken as read.

Busy year including farewelling former CEO Ross Smith, his service was acknowledged and the staff thanked for their work particularly during the interregnum. Tracy Tierney welcomed as the CEO. Thanks given to funders and members over the past year for their support.

Reaffirmed the process underway to re-register Epilepsy New Zealand as an incorporated society which will be resolved at a Special General Meeting planned for November, date yet to be confirmed.

Tracy Tierney commented that while not in the role over this reporting period that a highlight since her arrival has been hearing the stories of people whose lives have been positively impacted by the work ENZ team have done with them. Noted that in her experience to date everyone involved in organisation including the team, board, members and stakeholders is genuinely committed to the purpose of the organisation and wants to see ENZ succeed and grow.

Members invited to comment or ask any questions on the annual report.

David Thorp referred to his ongoing concern about the lack of reporting and key performance indicators so pleased to see the board acknowledge work is required in this area and there is a commitment to develop these. David suggested membership would be able to contribute to how the organisation monitors performance.

The CEO confirmed her commitment to develop further meaningful measure of progress and success and is open to input from members and the team. One of the challenges is how we measure impact then developing and improving what we measure and how this is reported over time.

Resolved that the annual report be received/accepted.

Philippa Tolley / P Haythornthwaite

3. Board Members Election:

Deputy Chair, Philippa Tolley stepped in for this item.

Philippa confirmed the Board had prepared, approved, and circulated the Competency Specifications.

Commissioner, Wayne Cook confirmed that all the nominees for positions on the Board met these specifications noting there were 2 vacancies on the Board and 2 nominations accepted. As there were no more nominees than vacancies, the election was considered to have been held negating the need to collect voting papers. The Commissioners report details this and was distributed to members prior to the meeting.

Resolved that Glenn Livingstone and Tess Ahern were elected to the Board.

4. Commissioner election:

Glenn confirmed the Board had prepared, approved and circulated the Competency Specifications. The Board previously confirmed that the sole nominee for the role of Commissioner met these specifications. There was one vacancy and one nomination. As there were no more nominees than vacancies, the election was considered to have been held negating the need to collect voting papers.

Resolved that Theo Cooper was re-appointed as a Commissioner.

Glenn thanked both Commissioners for their continued service to the Association.

5. Remits:

No remits.

6. Speaker:

Tracy Tierney spoke to her journey (5 months) in the CEO role so far including her background, reasons she was drawn to this role and experiences so far. Then concluded by sharing the high level thinking for the future based around the Boards four key pillars Our Team, Our Profile, Our Service and Our Sustainability.

7. Confirmation of Auditors:

Glenn explained that he would be providing further background on the recommendation from the board not to reappoint the current auditor, would be tabling a resolution and would then provide the opportunity for questions and discussion.

Glenn explained that members were recently advised that while Constitution requires the appointment of an auditor at the AGM, the Board believes it is in the best interests of the organisation to not reappoint the current auditor due to a misalignment in communication style and expectations. Instead, it is recommended that this appointment be deferred to the Special General Meeting planned to consider the revised constitution. This will allow time to conduct a competitive selection process.

Glenn moved the following motion:

“That the members of Epilepsy New Zealand resolve not to appoint an auditor at this Annual General Meeting, notwithstanding clause 4.01 (V) of the Constitution, and instead defer the appointment of an auditor to a Special General Meeting to be held no later than 30 November 2025, to allow the Board sufficient time to conduct a competitive auditor selection process.”

T Ahern / P Tolley

Opened for questions.

David Thorp wanted to understand how we got to the point as most unusual to replace an auditor after one year. Glenn spoke to the auditors approach to communication not being what the board would expect. CEO reaffirmed that the issue was relational nothing at all to do with the audit outcome or the professionalism of the firm.

Glenn reiterated the acceptance of the findings of the audit in relation to the service

performance data management and reporting.

David Thorp asked how long it will take to correct the service performance issues. The CEO responded that this year will still be messy as the organisation works through how it records data to ensure consistency so likely to have a qualified audit for this year as opening and closing balances wont match. However, from 1 April 2026 the goal is to have all the data entry and reporting issues resolved so there is integrity across our data management.

Resolved that the appointment of an auditor be deferred until a Special General Meeting to be held by 30 November 2025.

8. General Business

Glenn invited any final questions or feedback.

David Thorp asked for an update on progress with the constitution. CEO confirmed the process, submissions received, and Board will be discussing these at their next meeting and will confirm next steps.

Philip Haythornthwaite stated that he believes the organisation should always remain an incorporated society so doesn't like that the board remains open to changing this. Glenn acknowledged that the threshold for change is a high bar but that the board must remain open to change if there were significant benefits to doing so.

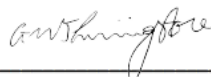
David Thorp confirmed that he supports Philips view. Also commented that he has advised the board in his submission that there are some major matters that the board are seeking to change that are not required as part of the re-registration process and should not proceed.

Christine Haythornthwaite asked if there are ways members could help with the funding constraints. CEO stated the need to innovate particularly in the challenging economic environment and is keen to involve the members and regions in supporting fundraising efforts.

There being no further business the Chairperson thanked everyone for their participation and attendance and look forward to seeing everyone at the Special General Meeting in November.

Meeting closed at 7.48 pm.

Signed as a true and correct record of the meeting.



Signed as Confirmed Minutes

Glenn Livingstone

President

For and on behalf of the Board:

Glenn Livingstone, President