

Final notice of 2021 Annual General Meeting

Kia ora Pinnacle GP members,

FINAL notice is hereby given that the Annual General Meeting of PINNACLE INCORPORATED will be held on **Thursday, 25 November 2021**, at 6.00pm at Pinnacle Offices, 711 Victoria Street, Ground Floor, River Room, Hamilton for the purpose of transacting the following business.

Ordinary business

1. Welcome from the Chairman

2. Apologies

3. Minutes of the previous meeting

To confirm the minutes of the previous Annual General Meeting held Thursday, 26 November 2020.

4. Chairman's report and financial statements

To receive, consider and adopt the Society's financial statements with reports of the Chairman and auditors for the year ended 30 June 2020.

5. Election of Executive Committee

To elect the Executive Committee Members of the Society.

The current Executive Committee is made up of six GP representatives.

The current members are:

1. Dr Stephen French, GP representative
2. Dr Brendon Eade, GP representative
3. Dr Fiona Loan, GP representative
4. Dr Thomas James, GP representative
5. Dr Hayley Scott, GP representative
6. Dr Kiyomi Kitagawa, GP representative

GP representatives

Dr Thomas James, Dr Hayley Scott, Dr Fiona Loan and Dr Kiyomi Kitagawa will continue in office for the next financial year.

Dr Brendon Eade will retire by rotation and is available for re-election and is automatically nominated.

Dr Stephen French has tendered his resignation to the Executive Committee. We thank Stephen for his dedication, commitment and passion during his tenure and wish him all the best for his future endeavours.

Dr Gishani Egan has been an observer on the Executive Committee since the 2020 AGM and is nominated for election. No other nominations have been received.

7. Auditors

To re-appoint KPMG as auditors and to authorise the Executive Committee to fix their remuneration.

8. Honoraria

To authorise the Executive Committee to set the honoraria to be paid.

The Executive Committee have recommended that the honoraria for the coming year be set at the same level as 2020; being a maximum of \$200,000 per annum, to be divided in such proportions as they may determine and adjusted on a yearly basis using the “cost pressures adjustment” the government funding adjustment.

Please note: This does not include the cost of sub committees.

Discussion:

- Pinnacle Incorporated recently undertook a benchmarking exercise of Executive Committee Remuneration of the three large PHOs Pinnacle’s size and there was a considerable gap. ProCare, Pegasus & Tu Ora Compass remunerate in excess of \$400,000 (total pool)

Proposal & Recommendation:

- That Pinnacle Incorporated Society spent \$128,016 last Financial Year on its Governance Fees. It is proposed that Pinnacle Incorporated Society makes an immediate change and reallocates the underspend available to the subcommittee this financial year. This would have no material impact on the financials and this does not include sub committees.
- That Pinnacle Incorporated Society commences in the new Financial Year a “staged approach” to closing the benchmarked gap (that is currently \$200,000). The recommendation is to approve an additional \$100,000 to fees in the upcoming budget 1 July 2021, and to review this at the next AGM (with a view to a further increase to close that gap).

9. Incorporated Society Rule Change

Discussion:

Currently, the Pinnacle Incorporated Society Rules are silent on the maximum number of members and they are generic enough to be able to “second individuals” onto the Executive Committee (and this is how an Independent Chair has been recruited in the past).

The current Pinnacle Executive Committee has discussed and endorsed the proposal to be more definitive (see below) and provide flexibility for expanding the expertise and background of Committee members.

Proposal & Recommendation:

- The current Executive Committee agreed that broadening the competency/skill set of the Committee by formally acknowledging in the rules the following proposed changes:
 - A maximum number of 9 x Executive Committee Members (there is currently x 6 - plus x 1 secondment plus 1 x 1 observer – so seven) – *in the society rules this is currently uncapped/generic*
 - A minimum of 5 x Pinnacle GP Members and or Allied Workforce Members from member practices – *to be more prescriptive in our rules that the Executive Committee should include allied workforce colleagues/other roles (they would resign on leaving a member practice)*
 - A maximum of 4 x Independent Members/Directors including the Independent Chair – *to add wider diversity of representation/thought but manage the risk through a 5:4 split*
 - Changing the rules to being absolutely clear about constitutionally having an Independent Chair vs. seconding an individual through generic rules – *this individual coming from the four Independents and with Independent skills/competency in Chairing large complex organisations*

10. General Business

To transact any other business which, in conformity with the constitution, may be properly brought forward at an annual general meeting.

Voting

All full members are entitled to attend but only fully paid up members may vote.

Proxies

Any full member entitled to attend and vote at the above meeting may vote either by being present in person or by proxy. A proxy must be appointed by a written notice signed by the member and returned to the Pinnacle Office, PO Box 983, Hamilton no later than 9.00am Tuesday, 23 November 2021. A proxy form has been enclosed with this final notice of the Annual General Meeting.

Thank you

BY ORDER OF THE EXECUTIVE COMMITTEE



Dr Brendon Eade
Deputy Chairman



Craig McFarlane
Independent Chairman

Proxy

Proxies must be received **by 9.00am, 23 November 2021** to Liz Miller via email on liz.miller@pinnacle.health.nz

I, _____ of _____ being a member of Pinnacle Incorporated, hereby appoint _____ or failing him/her, _____ as my proxy to vote for me on my behalf at the annual general meeting of the society to be held on the 25th day of November 2021 and at any adjournment thereof.

I instruct my proxy to vote as follows **[delete all but one as appropriate]**:

1. For all the below mentioned motions; or
2. Against all the below mentioned motions; or
3. As instructed below; or
4. As my proxy thinks fit.

Please note:

1. See the requirements for completion and return of a valid proxy set out in the Notice of AGM.
2. The Chairperson of the general meeting is willing to act as proxy and may be appointed by inserting above 'The Chairperson of the AGM'.

Resolutions

*Place an "x" in the appropriate box	*For	*Against
Ordinary Business:		
1. To receive, consider and adopt the Society's financial statements with reports of the Chairman and auditors for the year ended 30 June 2021.		
2. To re-appoint KPMG as auditors and to authorise the Executive Committee to fix their remuneration.		
3. To authorise the Executive Committee to set the honoraria to be paid.		

Signed this _____ day of _____ 2021

Signature of Member

Signature of Witness