



**Assurance and Risk
Strategy & Performance Group**

FINAL REPORT

**AUDIT OF THE ANIMAL WELFARE INSTITUTE OF
NEW ZEALAND**

20 JULY 2009



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Audit of The Animal Welfare Institute of New Zealand (August 2008)

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Audit of The Animal Welfare Institute of New Zealand (August 2008)

As part of its approval process, MAF assessed the application against detailed criteria³ to be met for 'accountability, financial arrangements and management of the organisation'.

The MAF criteria outlined the requirements to be met in the following areas:

- organisational management structures and internal controls
- policies and procedures to cover operations and management
- workable and effective accountabilities
- communication and coordination processes
- processes for monitoring and evaluation of work and management
- robust and transparent financial accounting systems
- planning for medium term financial robustness; and
- control over conflicts of interest.

Since its establishment as an approved organisation, MAF's relationship with AWINZ has been managed by the MAF's Animal Welfare Directorate. In December 2003 MAF and AWINZ signed a Memorandum of Understanding ("MOU") which set out the expectations and requirements to be met for MAF, AWINZ, the linked organisations of AWINZ and their inspectors and auxiliary officers (refer to s 4.6 for more discussion on the MOU).

AWINZ is governed and managed by a Trust Board operating under a Deed of Trust and Revocation. Two of AWINZ's original Trustees are still with the organisation – Neil Wells (the Secretary and Chief Executive Officer) and Graeme Coutts. AWINZ's two other Trustees were both appointed in 2006 – Wyn Hoadley (Chairperson), and Tom Didovich. AWINZ's Treasurer, Chris Wells (also appointed 2006), is not a Trustee.

AWINZ provides animal welfare enforcement services via its "linked organisation" arrangements with territorial authorities. These arrangements are covered by individual MOUs which then enable those authorities to apply (via AWINZ) to MAF for their dog control officers (or any other person) to be appointed as animal welfare inspectors and auxiliary officers.

AWINZ's animal welfare enforcement activities have not gone on in line with the expectations set out in its original application for approval and the national scale of operation that was envisaged has not eventuated.

AWINZ currently has one linked organisation arrangement, which is with the Animal Welfare Services of Waitakere City, (now known as Animal Welfare: Waitakere ("AWW")). Neil Wells has been the Animal Welfare Manager of AWW since 2005. Prior to this date Tom Didovich was the manager.

AWW provides some administrative support services for AWINZ by collecting and processing AWINZ's donations during its annual fund raising drive for the AWINZ Waitakere Animal Welfare Fund ("WAWF").

AWINZ has not been incorporated under the Charitable Trust Act 1957, as was originally expected. However, AWINZ is a registered charitable organisation⁴ with the Charities

³ Criteria for considering applications to be an approved organisation – the formal MAF guidelines which provide the detailed requirements to be met for an organisation to become an Approved Organisation under the terms of the Animal Welfare Act 1999 (provided to AWINZ by Barry O'Neil (Group Director, Biosecurity Authority) on 08 October 1999).

1.6 Audit approach

An Auditor from the MAF Assurance and Risk team (Erin Rose), supported by a MAF Business Accountant (Richard Paterson), visited AWW offices on 7 - 8 August 2008 to carry out the audit⁶.

Neil Wells (AWINZ Secretary and Chief Executive Officer) was the only person formally interviewed during the audit and we reviewed copies of Trust Board meeting minutes and financial records provided by Neil Wells. We also reviewed the AWINZ files maintained by MAFBNZ Animal Welfare Directorate at Pastoral House in Wellington.

AWINZ Trustees had been involved in a series of court proceedings prior to this audit. At the time of this audit those court proceedings had not finally concluded. Against that background, the AWINZ trustees were very concerned that material they provided to assist the audit would become available to the public by means of an Official Information Act request. We could provide no assurance that this would not be the case.

Neil Wells was unwilling to allow MAF's auditors to sight all AWINZ papers and records on the basis that some papers and records were either confidential or unrelated to AWINZ's role as an approved organisation. This limited the evidence available to us to form our opinion. We were advised that AWINZ does not own any computers or other assets and that Neil Wells uses his own personal laptop for AWINZ business. Neil told us that a recent computer problem with his personal laptop meant that many of AWINZ's governance and business activity records (e.g., emails concerning agreements and discussions between Trustees) had been lost.

A close out meeting with AWINZ Trustees was held on 11 August 2008, attended by Neil Wells, Wyn Hoadley and Graeme Courts. The fourth Trustee, Tom Didovich, was unavailable. We did not interview any employees of Animal Welfare Waitakere (other than Neil Wells) during our visit.

Our assessment of AWINZ's management and governance systems was primarily conducted against the MAF Criteria for considering applications to be an approved organisation – 18 October 1999 ("the MAF Criteria"), the MAF/AWINZ MOU, the AWINZ Deed of Trust and Revocation (2000 & 2006) and our understanding of best practice for running charitable organisations.

⁶ AWINZ does not have offices. Neil Wells arranged for the Audit to take place at AWW offices.

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approval specified in the MAF Criteria. It is not consistent with, and does not recognise, the key governance and management rules set out in the AWINZ Deed of Trust and Revocation. It appears that the MOU parties, over time, have not maintained clarity over the performance requirements specified in the MAF Criteria. The Chairperson of AWINZ, Wyn Hoadley⁸, was not aware of the existence of the MAF Criteria prior to the audit.

AWINZ Trustees recognise that in recent years they have not complied with the Duties of the Board⁹ set out in its Deed of Trust and Revocation. While this governance and management situation may be due, in part, to a decision taken by the Trust Board in 2006 to 'batten down the hatches' and not progress previously identified organisational improvement plans (refer to s 3 for the Memorandum from the AWINZ Chairperson), we have seen little evidence to prove that AWINZ has ever had effective governance and management arrangements in place. We were unable to sight evidence that would provide assurance that AWINZ had regular meetings of its Trust Board, adequate documentation of its decisions and commitments, adequate and effective records management, timely production of audited accounts and timely and adequate reporting of its financial and non-financial performance.

The AWINZ Trust Board postponed its planned governance and management improvements in 2006. Wyn Hoadley advised us that the AWINZ trustees believed at the time this decision was taken that this postponement would be for a short period of time. MAF was aware of AWINZ's general intention to put new projects on hold but this was not understood to affect AWINZ's accountability arrangements, management and financial arrangements.

Since 2005, Neil Wells, a Trustee, the Secretary and Chief Executive Officer of AWINZ, has performed his various duties in AWINZ at the same time as being the Manager of Animal Welfare Waitakere ("AWW"). This means that Neil Wells is supervising his own work in AWINZ and then (as AWINZ) is supervising his own work in AWW. Given the nature of the relationship between AWINZ and AWW, this would appear to present a significant conflict of interest and duties. In small organisations it may be very hard to avoid conflicts of interest altogether, however we have found little evidence that adequate mitigating controls have been put in place by the AWINZ Trust Board to manage these known conflicts of interest and duties.

It is also of some concern that AWINZ has employed Neil Wells' wife, Chris Wells, to both carry out paid contracted film monitoring work on behalf of AWINZ and to be its Treasurer. This means that Neil Wells is supervising the work of his wife, approving payment to her and, as Treasurer, she is responsible for accounting for her payments. We understand a mitigating control exists that ensures any payments made to Chris Wells are made by other Trustees.

AWINZ manages two charitable funds, the LDF and the AWINZ Waitakere Animal Welfare Fund. These are relevant to AWINZ's long term financial stability and, in the case of fund raising for AWINZ Waitakere Animal Welfare Fund, fundraising does make reference to AWINZ as an approved organisation. For these reasons we consider these funds within the scope of this audit. We were unable to view evidence to gain assurance that the management control over these funds is sufficient to limit the opportunity for fraud and theft to occur, or go unnoticed. There are no documented processes for advertising, handling and considering applications or approving the grants made by AWINZ. Grants have been made to a small body of people with knowledge of the existence of the funds, primarily AWW and Unitec.

⁸ Chairperson since June 2006

⁹ AWINZ Deed of Trust & Revocation (05/12/2006) -- s 7.5 (a) and s 7.5 (b) (i) - (v)

3 Memorandum from AWINZ Chairperson

The following Memorandum has been provided by Wyn Hoadley, AWINZ Chairperson, to accompany this audit report.

A reference is made, in the following AWINZ Memorandum, to legal advice that AWINZ sought in 2006. Wyn Hoadley has confirmed that the legal advice was given verbally.

3 April 2009

MAF/AWINZ Assurance and Risk audit of the Animal Welfare Institute of New Zealand

Memorandum to accompany MAF audit report

At a meeting of AWINZ Board on 10 May 2006, I was appointed a Trustee of the AWINZ Board and elected as its Chair. At the conclusion of that meeting I signalled to the Board that, as its Chair, it would be my intention to convene a number of workshops with the Trustees, and others as appropriate. The purpose of these workshops would be to review and up-date its existing arrangements, and prepare and set in place a number of policies and operating procedures for the Board to guide the future work of AWINZ in accordance with its Deed of Trust, MAF, and other commitments.

These initiatives would include –

Review of existing and preparation of AWINZ objectives, policies and future directions regarding the following:

1. Overarching strategic objectives for the next 10 years
2. In accordance with AWINZ strategic directions, policies and procedures regarding AWINZ specific core activities, such as –
 - AWINZ role and liaison with MAF as an “approved organisation” under the Animal Welfare Act
 - governance and meeting procedure including a written conflict of interest policies for all areas of AWINZ activities
 - financial management and reporting procedures
 - managing the Lord Dowding monies
 - relationship policies with stakeholders, interested parties and the media
 - donations policy
 - fundraising policy
 - marketing and communication strategies
 - film monitoring and other contractual and employment matters
 - advocacy guidelines and focus issues
 - the role of AWINZ in the First Strike™ campaign
3. Priorities for the forthcoming two to three years, to be in the form of annual plans, business plans and policies for specific activity areas, as identified above, that would enable the Board to remain focused throughout the year.

The AWINZ Board was enthusiastic about this suggested approach.

4 Audit Findings

Our findings from the audit of AWINZ governance and financial management are grouped across six categories and include the need:

- for appropriate governance and management arrangements (s 4.1)
- for effective financial management (s 4.2)
- for effective control and management of donations, bequests and charitable funds (s 4.3)
- to manage conflicts of interest and provide greater segregation of duties (s 4.4)
- to report financial and non-financial performance to MAF (s 4.5)
- for an effective Memorandum of Understanding which outlines the relationship management and performance expectations of MAF and AWINZ (s 4.6)

4.1 Appropriate governance and management arrangements

In its application for approval, AWINZ included its proposed Deed of Trust and Revocation which MAF considered when making a determination and recommendation to the Minister to approve AWINZ. This was replaced by AWINZ in 2006 and we used the 2006 AWINZ Deed of Trust and Revocation and the requirements in the MAF Criteria to assess whether AWINZ has appropriate governance and management arrangements.

Based on the evidence provided to us, we found that AWINZ does not fulfil the generally accepted governance and management requirements of a prudent organisation such as having regular meetings of Trust Board management, adequate documentation of management decisions and commitments, appropriate arrangement for segregation of roles and responsibilities, adequate and effective record management processes, production of timely (and audited) annual Financial and Performance reports and other external reporting requirements.

While some of these failings of AWINZ's governance and management may be due to the decisions taken by AWINZ in 2006 not to put organisational improvements into action whilst it dealt with an ongoing legal action between itself and a member of the public, there is little evidence to show that AWINZ had taken reasonable steps to address these issues prior to its 2006 decision (i.e., the governance and management of AWINZ between 2000 and 2006 was limited in the extreme).

4.1.1 AWINZ governance and management arrangements

AWINZ is a registered Charitable Organisation. In its Charities Commission declaration, AWINZ states that:

- its areas of operation are nationwide
- the sectors in which it provides charitable services are: the care and protection of animals, education; training; research; and social services
- its beneficiaries include: animals; children; young people; and the general public
- its activities include: loans to individuals; makes grants to organisations (including schools or other charities); sponsors; undertakes research; and provides services (e.g. care / counselling).

Based on the evidence we sighted, AWINZ, from its inception, has failed to hold regular Trust Board meetings or to keep adequate records of its discussions and decisions. Wyn Hoadley and Neil Wells informed us that, since 2006, the Trust Board has put its governance and management activities on hold as a result of specific verbal legal advice (refer to s.3 'Memorandum from AWINZ Chairperson' for further information).

4.1.3 Record keeping

During our audit visit, we were unable to review all records of commitments and decisions made by the organisation. Neil Wells told us that many of the electronic copies of these records had been lost in a computer hardware accident.

We found no evidence that AWINZ has a system or process for ensuring that all necessary organisational electronic and paper records are maintained and kept in a retrievable manner.

Maintaining complete and accurate administrative, legal and financial records is a fundamental accountability requirement, as well as being necessary to meet Inland Revenue and Charity Commission requirements.

Our expectations of what internal controls should be evidenced in AWINZ relating to effective governance and management arrangements are provided for in s.5.1 'Effective governance and management arrangements'.

4.2 Effective financial management

4.2.1 Financial management accounting systems

The MAF Criteria require that all approved organisations should have "robust and transparent financial accounting systems appropriate to the size and complexity of the organisation which clearly show how money is spent. It should also be capable of producing accurate and timely financial statements". AWINZ was established as a Trust in 2000 but we were advised that it only opened a bank account and kept financial accounting records such as cash book records and invoices from March 2005. Neil Wells told us that AWINZ had no financial transactions or need of a bank account prior to 2005, although we did find some evidence that AWINZ had employed some contractors to do film monitoring work before this date¹⁰.

Given the limited records made available to us during this audit, we were unable to conclude whether AWINZ had sufficiently robust and transparent systems to ensure that all financial transactions are completely and accurately recorded. We therefore cannot give assurance that all income and expenditure has been, and is currently being, recorded.

However, we found some evidence that AWINZ has been keeping basic financial records such as invoices and bank statements since it set up its own bank account in 2005. Given the relatively low volume of transactions being processed through this bank account, AWINZ does not need to have a highly sophisticated financial accounting system. A simple spreadsheet based ledger system similar to the one it uses is appropriate.

¹⁰ See observations on film monitoring work

We were told by Neil Wells during our audit that AWINZ does not have employees and hires film monitors as contractors. The contractors invoice AWINZ for their time and any expenses they incur and then AWINZ charges and invoices the film companies to recover these costs. We were unable to sight any records during the audit that corroborated this.

We were advised by Neil Wells that records of payments to film monitors are recorded in an A4 wages book. During the audit we were provided with a photocopy of A4 sheets which were stated as being photocopies of pages from the wages book. The information on the sheets did not include any details of the hours worked, the hourly rates of monitors or clear monthly totals by individuals to support tax payments. We were also told that there are no documented agreed daily rates between AWINZ and film monitors.

We were not provided with copies of invoices from film monitors to AWINZ or from AWINZ to the film companies so we were unable to confirm how the amounts recorded in the wages book related to the actual charges that were made.

AWINZ's financial management arrangements include all records of correspondence and decisions made relating to employment status and are therefore a relevant part of the audit.

Our review of AWINZ's wages book found that contractor payments were made to individuals that Neil Wells has confirmed are "technically" employees. We have seen no other information which would enable us to confirm whether appropriate tax treatment has been applied.

Our expectations of what internal controls should be evidenced in AWINZ relating to effective financial management and record keeping systems are provided for in s 5.2 'Effective financial management and record keeping systems'.

4.3 Effective controls and management of grants, donations, bequests and charitable funds

4.3.1 Management of funds

We were told that AWINZ administers two grant funds: the Lord Dowding Fund for Humane Research (LDF) and the AWINZ Waitakere Animal Welfare Fund (WAWF).

The management of the LDF was passed to AWINZ by the surviving Trustees of the existing fund in 2004. The meeting minutes from the AWINZ June 2004 Trust Board meeting minute that the AWINZ Deed of Trust and Revocation would be varied to recognize this. AWINZ received the balance of funds remaining from the "NZ Fund for Humane Research" on 27/07/05. AWINZ varied its Deed of Trust and Revocation in December 2006 to say that the Board may: (d) "... promote, administer and make grants from the Lord Dowding Fund in NZ in accordance with the principles of that fund."

The purpose of the AWINZ WAWF appears to be for funding veterinary care and treatment for the animals in Waitakere City. Unlike the LDF, the existence of the AWINZ WAWF is not recognised in the AWINZ Deed of Trust and Revocation.

AWINZ seeks donations from the public for the AWINZ WAWF by placing a request for donation letter into the AWW annual dog re-registration notice mail-out.

We were unable to fully assess the effectiveness of the controls in place for accounting for all donations because we only assessed the deposit book against bank statements and did not interview the AWW office administrator who we understand is responsible for receipting and banking of donations received for the AWINZ WAWF.

The AWINZ WAWF bank deposit book does not provide the date of receipt of the donation or provide a cross reference to a donation receipt number. We were not provided with any evidence that the date of donation is maintained with the deposit / banking records or recorded on the donation receipt (as required).

We were told that AWW maintains the original donor-completed donation slip received with the AWINZ WAWF donation although we were unable to verify this. Neil Wells told us that AWW produces end of year donation receipts for all donors of the AWINZ WAWF which are then provided to AWINZ for the Secretary to sign. We understand that copies of the annual donation receipts issued are not retained.

The IRD requires charitable organisations to keep good records of sources of donations and provide donors with receipts. While we found some evidence of controls for the registration and banking of AWINZ WAWF donations by AWW, an improvement in linking donations to issued donation receipts and maintaining proof of receipt issue would bring AWINZ processes more in line with IRD requirements.

Our expectations of what internal controls should be evidenced in AWINZ relating to effective control and management of donations, bequests and charitable funds are provided for in s 5.3 'Effective control and management of donations, bequests and charitable funds'.

4.4 Managing conflicts of interest and providing for appropriate segregation of duties

4.4.1 What is a conflict of interest?

Conflicts of interest can arise in a variety of ways: from financial or non-financial interests, personal or professional relationships, family or community expectations, and they can exist whether or not money is involved, and whether the conflict is actual, potential or perceived.

4.4.2 The Trustees' potential conflict of interests

While conflicts of interest should be avoided where possible, there are occasions where a conflict is unavoidable, (particularly in smaller communities and specialist industries such as animal welfare enforcement), and difficult judgements may be called for. In these cases, the conflict must be managed openly and effectively, with adequate measures put in place to support the integrity of the person and the organisation involved.

There are two basic steps:

- identifying and disclosing the conflict of interest; and
- managing (avoiding or mitigating) the conflict.

There is a conflict of interest between the roles which the Wells' play in AWINZ and their role in animal welfare activities such as AWW and film monitoring work. However, there was no evidence in the Trust Board minutes that these conflicts of interest had been formally declared recognised or mitigation strategies for managing these conflicts developed. Neil Wells' interest in the relationship between AWINZ and AWW, in his capacity as Trustee, the Chief Executive Officer, the Secretary and as the AWW Manager have not been documented in any Trust Board minute.

We found no evidence of any Trust Board minutes that identify that Neil Wells has stepped aside from any deliberations of the Trust Board relating to any of the activities that pose a material interest for Neil Wells and/or Chris Wells.

We found no evidence that the Trust Board of AWINZ had undertaken any documented risk assessment relating to the actual and/or perceived risks that exist around these particular conflicts of interest. AWINZ Trustees leave themselves exposed by not having adequate conflict of interest control processes embedded in the organisation. The various conflicts of interest existing within AWINZ, without evidence of adequate mitigations, could raise questions about the organisation's integrity and cause damage to its reputation which would impinge upon public trust and confidence in it as an approved or charitable organisation.

The AWINZ Deed of Trust and Revocation allows for AWINZ to appoint a Committee and for the powers and duties of the Trust Board to be delegated to the Committee. This is one option that AWINZ could consider when considering strategies to reduce its reliance on Neil Wells and better manage his conflicts of interest.

4.4.3 Film monitors conflict of interest

We understand that some of the film monitors that AWINZ contracts are also inspectors appointed under s 124 of the Act. These dual roles pose a risk of potential conflict of interest because the inspectors may compromise their decision making around concerns of animal welfare breaches by film companies when their remuneration for that work is being funded, under contract to AWINZ, by those film companies.

The MAF/AWINZ MOU (ref s 73) flags the risk that activities could "jeopardize their impartiality when carrying out their inspectorate duties". We understand that SPCA inspectors are often voluntary and may be employed in animal industries which could jeopardise their impartiality. The AWINZ film monitoring use of inspectors is not unique in this matter. However, the means by which this risk is mitigated is important.

We were advised by Neil Wells that AWINZ ensures that the inspectors and auxiliary officers they contract to perform film monitoring do not exercise their authority as inspectors and auxiliary officers and that they understand the difference. However, we were not provided with any written procedures or agreements that verified that understanding or any expectations of the work and escalation processes expected of monitors.

Our expectations of what internal controls should be evidenced in AWINZ relating to conflicts of interest management and providing greater segregation of duties are provided for in s 5.4 'Managing conflicts of interest and providing greater segregation of duties'.

AWINZ has not produced audited or reviewed accounts in a timely fashion. The 2004-05, 2005-06 and 2006-07 accounts were only produced and signed by the Trustees in August 2008 in the lead up to this audit. These accounts have not been audited, although we were told that they have been subject to independent review¹³. We did not sight evidence that the accounts were reviewed. The paperwork we sighted was not supported by an accompanying letter from the reviewing company, not dated nor signed by the reviewer to evidence their review. Reviewed accounts, rather than audited accounts, would not provide MAF with sufficient evidence that appropriate financial arrangements are in place.

None of the Trustees meeting minutes reviewed provide any evidence that any conversations were held relating to the need for annual financial statements and annual reports to be produced and any concern that they were not being produced.

Our expectations of what internal controls should be evidenced in AWINZ relating to financial and non-financial performance are provided for in s 5.5 'Reporting financial and non-financial performance to MAF'.

4.6 The MAF and AWINZ Memorandum of Understanding

4.6.1 A relationship management document

A Memorandum of Understanding (MOU) is a form of relationship management document. MOUs establish procedures and functions to assist the relationship between the parties. Depending on their context, MOUs expose the Crown and the Ministry to varying degrees of risk in the event that something goes wrong with the venture and the relationship sours.

The MAF and AWINZ MOU was signed on 04 December 2003 – three years after AWINZ was first approved by the Minister of Agriculture. In the five years since its signing the MOU has not been formally reviewed or amended. The MOU (s 84) requires a review by both parties to be undertaken annually.

We found that the MOU between MAF and AWINZ does not provide for sufficient clarity over the roles and responsibilities of the parties involved. The MOU has not carried through the conditions of approval specified in the MAF Criteria. It is not consistent with, and does not recognise, the key governance and management rules set out in the AWINZ Deed of Trust and Revocation. It appears that the MOU parties, over time, have not maintained clarity over the performance requirements specified in the MAF Criteria.

Neil Wells considers that the MAF Criteria were superseded by discussion and correspondence between MAF and AWINZ after MAF's receipt of AWINZ's application for approval in 2000. The MAF Directors for Animal Welfare and Legal Services consider that the MAF Criteria continue to be relevant.

We have not been able to find any evidence to support Neil Wells' assertion nor has Neil Wells provided us with any documents that would support his viewpoint. If such a change was discussed then no formal change management process has been adequately documented.

¹³ Institute of Chartered Accountants of New Zealand – review Engagement Reports (RS1 and RG1)

- Adequate separation between the responsibilities of governance (Trustees) and the responsibilities of management (Chief Executive Officer, Treasurer and any delegated Committee Members)
- Adequate separation between the different roles of management
- Conflicts of interest/duties register documenting all known relevant potential conflicts of the individuals within the organisation and the agreed mitigations
- Documented written evidence of Trustee governance communications and decisions made in accordance with the requirements of the AWINZ Deed of Trust and Revocation
- Regular internal monitoring and evaluation by the Trust Board of the work of AWINZ's management, contractors and linked organisations
- An effective Records Management system in place to ensure all records of the governance and management activities of AWINZ are maintained in a complete and retrievable manner.

5.2 Effective financial management and record keeping systems

All approved organisations should have adequate record management and financial management processes. AWINZ should have:

- Adequate record management processes for both paper and electronic records which ensure complete and accurate records are maintained, for example:
 - details of all contracts and agreements with linked organisations, film monitors (whether contracted or employed) and film companies
 - documented records of all decisions and commitments made involving the organisation
 - legal documents related to the organisation
 - personal information maintained for all employees
- Financial management processes including (as a minimum):
 - an adequate manual or computerised ledger accounting/book keeping system
 - paper copies of all purchases/payments and receipts/sales invoices
 - complete and accurate records of all financial dealings with film monitors and film companies
 - records of all financial dealings with linked organisations
 - paper copies of all bank statements and all correspondence with banks
 - records of decision making relating to employment status (employee vs. contractor) of all persons undertaking paid work on behalf of the organisation
 - copies of all correspondence relating to dealings with IRD
 - evidence of suitable segregation of duties controls
 - evidence of regular monitoring of financial position including comparison of actual and budgeted position
 - records of sources of donations and how funds have been used.

- Annual statistics on complaints received and prosecutions
- Annual business plans
- Annual operating budgets
- Accounts audited by an independent auditor/accountant on a timely basis
- Information to show that AWINZ is sufficiently robust to carry out activities over the medium to long term

5.6 Requirements for a future Memorandum of Understanding

As part of the audit Assurance and Risk were asked to review the contents of the MOU. Our review found that the MOU provides a reasonable level of clarity about the operational aspects of the relationship such as performance and technical standards for inspectors and auxiliary officers. The MOU provides little clarity about the expectations MAF has of AWINZ relating to its governance arrangements, management and financial arrangements.

Any revised MOU with AWINZ should include details of:

- A list of all the activities that AWINZ does to promote the welfare of animals and how wide that coverage is within New Zealand for each activity stream
- The full scope of activities that AWINZ performs as an organisation, including those activities which the parties agree are not covered by the MOU (if any) – and therefore not subject to ongoing assurance. Areas to consider should include, but not be limited to:
 - the role of AWINZ in film monitoring activity
 - the Lord Dowding Fund for Humane Research
 - the AWINZ Waitakere Animal Welfare Fund
- The need to consult when new activities are being considered or existing activities stopped
- The need to undertake an annual review of the MOU, and what a review means for this purpose
- The need to consult over changes to its governance arrangements, including a new requirement for AWINZ to provide MAF with a Memorandum of Appointment of new Trustees in accordance with the Charitable Trusts Act 1957 (ref: ss 4(1), 4(2), and Schedule 1)
- The need to consult over changes to its Deed of Trust and Revocation (AWINZ's constituting instrument)
- The role the AWINZ Deed and Trust and Revocation and AWINZ's charitable organisation status and reporting plays (if any) in providing MAF with assurance and what importance MAF places on AWINZ operating its business in compliance with its Deed of Trust and Revocation
- The need to clarify the basis of how governance decisions are made
- The need to identify those persons in supervisory roles (the Trust Board) and those persons in management roles
- The need to identify whether the supervisory functions of AWINZ are separate from the management functions

APPENDIX 1: DEFINITION AND ACRONYMS

MAF Assurance & Risk audit terminology:

Term	Definition
Assurance	A process of providing comfort over the effectiveness and efficiency of systems, processes and controls, and assessing the quality of their performance over time
Criteria	Standards, measures, or expectations used in making the evaluation / verification (what should exist)
Impact Assessment	The risk or exposure that could be encountered because the condition is not consistent with the criteria (the impact of the difference)

Conflict of interest definitions:

Conflict of duty	Where an employee has multiple roles and could be said to wear two hats, that is, they have two roles with a competitive relationship. Separation of duties is normally advised.
Conflict of interest	... a situation whereby two or more of the interests held by, or entrusted to, a single person or party are considered incompatible or breach prescribed practice, spec. a situation in which an individual may profit personally from decisions made in his or her official capacity. (Oxford English Dictionary)

Other terms / acronyms used in this report:

Term	Definition
AO	Approved Organisation
AOP	AWINZ Administrative and Operating Procedures for AWW
AWA	Animal Welfare Act 1999
AWINZ	The Animal Welfare Institute of New Zealand
AWW	Animal Welfare: Waitakere. The animal welfare / dog control unit of the WCC
AWS	Animal Welfare Services of Waitakere City Council – now known as AWW
Linked Organisation	An organisation that is linked to AWINZ pursuant to an MOU
LDF	Lord Dowding Fund for Humane Research
RNZSPCA	Royal New Zealand Society for the Prevention of Cruelty to Animals
WAWF	Waitakere Animal Welfare Fund
WCC	Waitakere City Council
MAF	Ministry of Agriculture and Forestry
MAFBNZ	MAF Biosecurity New Zealand
MOU	Memorandum of Understanding

APPENDIX 2: FINAL REPORT DISTRIBUTION

- AWINZ Trustees
- Barry O'Neil, Deputy Director-General, MAF Biosecurity New Zealand
- David Bayvel, Director, Animal Welfare, MAF Biosecurity New Zealand
- Joseph Montgomery, Senior Solicitor, MAF Legal Services
- Teresa Williams, Director, MAF Assurance & Risk
- Steven Butcher, Audit Manager, MAF Assurance & Risk
- Kumar Kumareswaran, Audit Manager, MAF Assurance & Risk

RELEASED UNDER THE
OFFICIAL INFORMATION ACT

- The need to consult over changes to the AWINZ/AWW AOP and other relevant policies of AWINZ
- The need to consult prior to any new and/or changed MOUs and/or agreements with 'linked organisations'
- The need to clearly define what a linked organisation is and at what point an MOU and/or agreement between AWINZ and a proposed linked organisation should be put in place
- The need to clarify in which circumstances the approved organisation brand can be used to promote AWINZ activities
- The need to identify the role of MAF in ensuring the conditions of the MOU are met
- The need to provide MAF with an annual report (including statements of financial performance and position), annual business plans and operating budgets
- The need to have accounts audited on an annual basis by an independently appointed auditor/accountant
- The need to provide strategic planning and longer term planning documents/business plans
- The ability of AWINZ to manage grant funds and obtain donations
- The need to maintain adequate financial and non-financial records and have appropriate financial management controls, including written contracts for all paid services provided by, or on behalf of, AWINZ and all employment arrangements of AWINZ
- The ability of MAF to audit the governance, financial and management accountability processes which AWINZ has in place on an annual basis
- The channels for providing communication between MAF and AWINZ
- The need for AWINZ to independently audit its linked organisation, Animal Welfare Waitakere, the scope of these audits and what level of assurance MAF expects to gain from them
- The role of MAF in auditing AWINZ and the scope of any MAF audit of AWINZ
- The role of AWINZ in auditing its linked organisations
- The role of MAF in auditing the linked organisations of AWINZ (if any), including why and the scope of any such audits

5.3 Effective control and management of donations, bequests and charitable funds

It is important that AWINZ has adequate systems and processes put in place for managing grants, donations, bequests and charitable funds. AWINZ should have:

- Processes for promoting the existence of the funds in order to attract applicants
- Clear and transparent processes/procedures for applying for grants
- Processes and criteria for assessing and evaluating grant applications made from the funds
- Processes for documenting the agreement to make grants from the funds
- Processes for advertising and reporting applications and the use of any grants made
- Controls to ensure the safe custody, timely and complete processing and banking of donations
- Record keeping and donor receipting practices which fully meet the requirements of the tax guide for Charitable Organisations (IR 255)
- Clear and transparent processes which allow a distinction between the management and branding of the AWINZ and AWW donation funds
- Rules for use of the interest generated by the funds.

5.4 Managing conflicts of interest and providing greater segregation of duties

All approved organisations should have effective controls in place to reduce and manage the risk of conflicts of interest and duties. AWINZ should:

- Disclose conflicts, and how they are dealt with, in Trust Board meeting - both steps should be documented in the Trust Board meeting minutes to ensure a record of the situation and agreed decisions are transparently documented.
- Carry out a risk assessment its conflicts of interest and develop specific mitigation strategies for those conflicts
- Implement bank mandate to ensure cheque signatory conflicts are managed
- Enhanced segregation of duties
- Provide training for its film monitors
- Document procedures for the role of film monitors
- Enter written contracts with all the Film Companies it provides animal welfare monitoring services for
- Enter written contracts with all contractors (and/or employees) who perform film monitoring services for AWINZ

5.5 Reporting financial and non-financial performance to MAF

Producing and maintaining financial and non-financial performance information in the form of reports is an important part of an organisation's activities. Reports reflect on the work done and are a key assurance and engagement documents for stakeholders. As a minimum AWINZ should produce:

- Annual reports on administration, performance and affairs

Neil Wells also told us that the application for approval was made on the basis that AWINZ would be a nationwide organisation servicing many territorial authorities. However, since this did not happen, he believes the governance and management arrangements outlined in the original application have never been relevant or realistic and are therefore not reasonable expectations. Whilst we note this viewpoint, in the absence of any documentary evidence of changed expectations from MAF, our audit has considered AWINZ's performance against the MAF Criteria.

We have reviewed the current MOU against the expectations set out in the MAF Criteria and the AWINZ Deed of Trust and Revocation and considered it in relation to our audit findings. Our expectations of what should be included in a future MOU between MAF and AWINZ are provided for in s 5.6 'Requirements for a future Memorandum of Understanding'.

5 MAF Requirements for AWINZ

The following requirements reflect what we consider to be basic good management practice for any organisation (particularly one approved to provide a legislated service).

The requirements outlined in sections 5.1 – 5.5 set out the basic accountability arrangements, management and financial arrangements. Section 5.6 provides the requirements for a future MOU.

If AWINZ is to continue as an approved organisation then a closeout meeting between AWINZ Trustees, MAF Animal Welfare Inspectorate representatives and the audit team will discuss and agree an action plan, using the following sections as a starting point.

If these requirements are in future embedded into AWINZ, and MAF is able to obtain sufficient ongoing assurance over them, then the Minister should have reasonable comfort that AWINZ is suitable to be an Approved Organisation subject to the requirements of s122 of the Animal Welfare Act 1999.

5.1 Effective governance and management arrangements

Future AWINZ / MAF relationship discussions should include the minimum requirements which should form the basis of effective governance for any organisation:

- Evidence of clear, workable and effective accountabilities and responsibilities for all Trustees and demonstrable evidence that these are being complied with
- Regular quarterly face to face meetings of Trustees with clear agenda and purpose including discussion of operational activity and financial management, consideration of strategic direction, monitoring and evaluation of overall performance and assessment of risks
- Holding of an Annual Meeting not more than three months after the end of the financial year, which reviews the administration, performance and affairs of the Trust
- Documented and complete meeting minutes signed by the Chairperson
- Ensuring there is adequate separation of roles and responsibilities within the organisation and between the organisation and its stakeholders. Wherever possible the following should apply:

4.5 Reporting financial and non-financial performance to MAF

4.5.1 Non-financial performance and governance reporting

The MAF Criteria for approval sets out that MAF expects an approved organisation to provide an annual report setting out how it meets the conditions set by the Act. It is also an explicit requirement of the MAF/AWINZ MOU. AWINZ's Deed of Trust and Revocation also says that it will report on its administration, performance and affairs annually and that reporting will include the strategic and annual business planning and an annual operating budget with strategic and operational objectives and performance targets prepared for each Financial Year.

We found that since AWINZ was approved, MAF has not received any accountability, financial and management information from AWINZ as required of it in the MAF/AWINZ MOU. AWINZ produced one annual report for the year ending 30 June 2006, but it was only provided to its Board of Trustees and not to MAF. While MAF has not specifically asked AWINZ to produce or provide the annual reports AWINZ was under an obligation to provide them on the basis of the MAF/AWINZ MOU.

These reports and other information required by the MAF Criteria and the MOU were intended to assist MAF in providing the Minister with an informed view on the organisation's continued suitability as an approved organisation.

4.5.2 Audited accounts

The MAF Criteria requires that AWINZ undertake regular independent audits of its accounts to show that it is legally solvent. This requirement was also established as a rule in the AWINZ Deed of Trust and Revocation in March 2000. When the Deed of Trust and Revocation was revised to meet IRD requirements, AWINZ removed its rule for audited accounts and replaced it with a rule for 'independently reviewed accounts'. Neil Wells and Wyn Hoadley advised that this change was based on a New Zealand Law Society seminar, where the presenters recommended that Charitable Organisations change their rules/deed from audit to financial review because of the high cost of indemnity insurance for auditors and the decreasing numbers of accountants prepared to carry that liability.

In approving an organisation to provide animal welfare enforcement activities, the Minister requires suitable evidence¹² that the financial arrangements of an organisation are such that, having regard to the interest of the public, the organisation is suitable to be an approved organisation. Although a review report helps lend some credibility to the financial information provided, it does not provide the high level of assurance that would otherwise be gained by an audit. In specifying that audited accounts were required, MAF sought to ensure it could provide ongoing assurance to the Minister (based on sound evidence) that AWINZ continued to have appropriate financial arrangements in place.

The Director Animal Welfare told us that this change was never discussed with MAF and that MAF was unaware of the change in the Deed and that the auditing of accounts was still expected and required.

¹² The Animal Welfare Act section 122(1)(b)

Identification and disclosure is the responsibility of the individual staff member. Managing the conflict is primarily a management responsibility.

The MAF Criteria sets out very clear concerns about potential conflicts of interests caused by the organisation having functions and powers arising from its activities, which conflict with its functions and powers as an approved organisation. The AWINZ Deed of Trust and Revocation also requires that material interests of Trust Board members will be disclosed (s14.3), that any such disclosure be recorded within the meeting minutes and that the affected Trustee should not partake in any related deliberations of the Trust Board concerning that matter.

Neil Wells is a Trustee of AWINZ and also the Secretary and the Chief Executive Officer. Neil Wells is also an employee of Waitakere City Council and has been the manager of Animal Welfare Waitakere (AWW) since 2005. Neil Wells is the key liaison person for AWINZ in its relationship management activities with MAF and with AWW. AWINZ is responsible for ensuring that AWW performs according to the expectations outlined by MAF in the MAF/AWINZ MOU, the AWINZ/AWW MOU, the AWINZ Performance and Technical Standards and the AWINZ Administrative and Operating Procedures for AWW ("AOP").

Ideally, an organisation should have separation between its governance and management roles, i.e., the Board (the supervisory role) would not be composed of persons who are part of the management of the organisation. There is a conflict between Neil Wells' various roles in AWINZ:

- between his role as Trustee (supervisor) and Chief Executive Officer (manager)
- between his role in monitoring the performance of AWINZ's linked organisation (AWW), and his separate management responsibilities as an employee and Animal Welfare Manager in AWW
- between his AWINZ CEO role entering into contracts with, and directing the work of, contracted film monitors when those film monitors are also AWW employees and under his direct control as the Animal Welfare Manager at AWW.

Chris Wells, wife of Neil Wells, is the Treasurer of AWINZ. We understand that Chris Wells is also one of the key contractors providing animal welfare film monitoring services for AWINZ. As the person carrying out the AWINZ Chief Executive Officer functions, Neil Wells also manages stakeholder relationships with film companies, including the responsibility for entering into contracts for services with these companies and for entering into contracts with film monitors to undertake the work of AWINZ. Therefore he is responsible for determining who will undertake paid work on behalf of AWINZ. As Treasurer Chris Wells is responsible for accounting for her payments. We understand a mitigating control exists that ensures any payments made to Chris Wells are made by other Trustees.

Neil and Chris Wells are both cheque signatories for the AWINZ cheque account. A discussion relating to the conflict of interest around Neil and Chris Wells co-signing AWINZ cheques was recorded in the August 2006 Trust board meeting minutes. It was agreed that Neil and Chris Wells would not sign any cheques jointly. There are no documented minutes, or other evidence, which confirms whether a bank mandate ensuring that Neil and Chris Wells could not sign cheques jointly was ever implemented or any further discussion on the matter.

AWINZ's financial future depends upon bequests, fund raising and management of funds. We could find little evidence that AWINZ has given any consideration to its long term management of either the LDF or the AWINZ WAWF, and little detail on what the funds are designed to achieve. We were unable to find any evidence which sets out clearly the purpose and direction of the funds.

We were unable to find any evidence that AWINZ has actively advertised application opportunities for these funds. There are no criteria for promoting, administering, evaluating and managing grant applications. There are no written grant application, consideration and payment guidelines or procedures for either fund. AWINZ's website¹¹ advertises the existence of the LDF on its research page, but it doesn't identify the size of potential grants, who can make applications for grants, how this can be done and when an application can be made. It does not provide any application documentation to facilitate an application for use of the fund.

AWINZ Trustees told us that they have not taken any steps to actively manage and promote the funds because of the legal action in which they are involved.

4.3.2 The branding of the Waitakere Animal Welfare Fund

We found that AWW and AWINZ both maintain separate donation funds for animal welfare called the "Waitakere Animal Welfare Fund". We found that there are strong similarities between the AWW and AWINZ visual branding of these funds. AWW collects cash donations placed in a donation fund cash box at the reception counter at the Animal Welfare Waitakere (AWW) building in Henderson. AWINZ seeks donations from the public for the AWINZ WAWF by placing a request for donation letter into the AWW annual dog re-registration notice mail-out. Donations for both funds are accounted for by AWW employees.

We found that there was no written agreement between AWINZ and AWW for differentiating between the AWW and AWINZ funds.

The way in which AWW seeks and processes donations to its AWW WAWF is outside the scope of this audit. It is unclear, however, how AWW would account for a donation it received outside of the dog registration donation letter drive and not posted into its own collection box, i.e., would AWW identify a donation for the WAWF against the AWINZ account or the AWW account.

The lack of distinction between the AWW and AWINZ WAWF funds means that there is a lack of transparency for the donating public. AWINZ depends on donations and bequests for its long term financial future and any perceived lack of transparency may be a deterrent for potential donors.

4.3.3 Donations to the funds

Donations to the WAWF are administered and processed by the AWW office administrator. AWW maintains a donation register and a record of all donation monies deposited at the bank.

¹¹ <http://www.animalwelfare.org.nz/awinz/research.htm>

In our review of accounting records provided by AWINZ, we did notice that AWINZ did not make payments to its lawyers and IRD on a timely basis. This is evidenced by the fact that AWINZ paid a number of IRD Tax penalties (and interest) for late filing of returns in 2006 and 2007. The requirements to pay an organisation's taxes would normally sit with the Treasurer. None of the minutes of AWINZ meetings reviewed identified issues with timely payments or of any tax penalties paid.

4.2.2 Long term financial survival

The MAF Criteria required "sufficient information to show that AWINZ will be financially robust to ensure that it can responsibly carry out the functions given to it under the Act in the medium to long term (5-10 years)". We found no evidence that AWINZ had ever supplied MAF with any information which would support its ability to continue in existence for any period of time.

When AWINZ was pressed in January 2000 about how it intended to operate, the organisation told the Minister that it would operate as a quality assurance body directly accountable for the performance of inspectors and that it would adequately provide for its services by charging annual fees to its linked organisations for inspector appointments, audits and education. AWINZ's accounts show no evidence that it has ever charged its linked organisations any fees. We could find no evidence in any minutes or other documents to confirm that the Trust Board had ever discussed charging linked organisations. We were informed by Neil Wells that there is no current agreement between AWINZ and WCC for the recovery of costs relating to inspector appointments, audits and education. In the absence of this type of fee income, AWINZ's income has been provided from film monitoring fees, charitable donations and the assignment of the remaining monies from the LDF.

We have seen insufficient evidence of regular income generating activities by AWINZ to be able to conclude that it has long term financial viability. We note however that from the information provided to us the recent outgoings of the organisation appear low, excluding costs related to the legal action in which it is involved.

4.2.3 Film monitoring income

We were told that one of AWINZ's sources of income is from the provision of animal welfare monitors to film companies. The film companies hire these monitors to protect themselves from accusations of animal harm and cruelty. The monitors are responsible for ensuring that animals are not overworked or over stressed by their involvement in the film.

The approved organisation status of AWINZ is relevant to the film companies' decisions to use AWINZ for film monitoring. It is therefore relevant and appropriate for us to consider the accountability, management and financial arrangements for film monitoring work.

Neil Wells informed us that the process involves AWINZ and the film company signing a MOU and contract before each film. However, we were told that we would not be able to sight any of the MOUs because these documents were destroyed in a recent computer hardware accident. We were also not allowed to sight any contracts with Film Companies because AWINZ considered them to be confidential. We were advised that there are no written contracts between film monitors and AWINZ or between the film monitors and the film companies concerned.

The AWINZ Deed of Trust & Revocation, s 7.5, provides the rules for the 'Duties of the Board':

- (a) The Board shall be responsible for furthering the objects of the Trust and for declaring general policy relating to the implementation of the objects of the Trust.
- (b) The Board shall:
 - (i) Prepare strategic and annual business plans and an annual operating budget with specific strategies and operational objectives and performance targets;
 - (ii) Implement the necessary transparent processes, systems, structures and resources to support the proper operation of the Trust, including an appropriate accounting system and systems of performance measurement and reporting;
 - (iii) Provide for accountability arrangements, financial arrangements and management of the Trust required by the Animal Welfare Act 1999;
 - (iv) Regularly review and administration, performance and affairs of the Trust; and
 - (v) Implement sound management and risk management practices consistent with the objects of the Trust.

4.1.2 AWINZ Trust Board decision making

The 2006 AWINZ Deed of Trust & Revocation states that (as a minimum) the AWINZ Board "shall meet not less than twice a year, including the annual meeting" (s 11.1) and that the annual meeting will "be held within three months of the end of the Financial Year" (s 11.2). The initial (2000) Deed of Trust & Revocation required 4 meetings including the annual meeting every year.

Further, the 2006 AWINZ Deed of Trust & Revocation says that "Minutes of all resolutions and proceedings of all meetings shall be prepared by the Secretary and, if confirmed at a subsequent meeting of the Trustees, shall be signed by the Chairperson of the meeting as a true and correct record of proceedings" (s 11.10).

We found that despite being set up in 2000, AWINZ did not hold any Trust Board meetings until June 2004. Since its inception (and at the time of the audit), AWINZ has held 4 Trust Board meetings. The Deed of Trust and Revocation required 24 meetings between the financial years of 2001/02 – 2007/08. There were no meetings for three of the 7 financial years of operation. We found that of the four Trust Board meetings held since 2000, three of the meeting minutes were not signed by the Chair and the one minute that was signed was for a meeting that did not have a quorum of Trustees.

We were told by Neil Wells that many management communications, decisions and commitments are made either through email communication, phone conference or letter. The AWINZ Deed of Trust and Revocation does not allow for decisions to be made by email, which means that decisions made by Trustees using email are not properly constituted. The Deed requires a quorum of 4 Trustees to be present, either in person or by phone conference.

We found that there was very little information recorded in the Trust Board minutes about discussions relating to AWINZ's relationship and arrangements between itself and its linked organisation, Waitakere City Council. The minutes did not record/report any meetings held between AWINZ governance and/or management representatives and Waitakere City Council.

However, several weeks later in June 2006, AWINZ had cause to seek legal advice regarding actions by a Grace Haden in respect of her improper use of the AWINZ website and related matters, and false and demeaning allegations regarding one of AWINZ Trustees. On very specific legal advice all AWINZ operations, including the initiatives signalled by AWINZ Chair, were put on hold. At the time it was the Trustees understanding that this matter would be resolved quickly and effectively, thereby enabling AWINZ Board to proceed with the initiatives outlined by its Chair. Unfortunately this was not the case and the legal proceedings have carried on for almost three years.

In the meantime, the Trustees have been the subject of an Assurance and Risk audit from MAF which, the Trustees understand, was triggered by the Haden allegations which she communicated to MAF and the Minister on a number of occasions since 2006. The Trustees accept that MAF and the Minister have an obligation to respond to these allegations because one of AWINZ functions is to act as an "approved organisation" under the Animal Welfare Act. MAF officials are in the process of carrying out such audit and, in discussions with AWINZ Trustees, have identified various procedural matters, all of which, as far as the Trustees are aware, are covered in the matters outlined above by AWINZ Chair.

It is regrettable that the AWINZ Board has not been in a position to carry out its forward planning and review and implement such substantive and procedural policies resulting from its review and discussions as appropriate. Nevertheless, the Trustees wish to place on record that it has been their long-held intention to undertake all necessary actions to ensure that its objectives and policies are up-to-date, that they are robust and open to stakeholder scrutiny, and that this includes MAF in the context of the Animal Welfare Act's "approved organisation" requirements.

The Trustees understand that the legal proceedings are about to be concluded but have no certainty as to when this will be so. Once these have been sealed to the satisfaction of AWINZ, the AWINZ Trustees look forward to commencing their review of its functions and operations in a timely manner, and can assure MAF that this will occur.

In addition to the proposals outlined above, I indicated at our meeting with Teresa, Erin and Joanna, on 18 March 2009 in Auckland, my intention as part of AWINZ donations policy to also review procedures for managing bequests and how bequest monies would be used. Furthermore, in the context of AWINZ review of its film monitoring and other contractual and employment procedures, AWINZ would be prepared to assist with the development of a draft *Code of Use for Animals in Film and Performance* and, after further discussions with AWINZ Trustees, possibly increase its advocacy activities relating to this draft Code. We have informed MAF Animal Welfare Group of our intention to proceed with the writing of the first draft but have been advised that MAF would be unable to consider it for some years due to other code writing. Nonetheless it is our intention to continue to work on this.

The matter of the future of Auckland's local and regional governance has been raised recently at a meeting with MAF, and the Trustees are mindful that there could be significant changes to the way the Auckland region and its territorial authorities are re-shaped in the future. This could impact on AWINZ role as an "approved organisation." Nevertheless, there could be considerable time delays before any local government reforms, if any, are implemented. Therefore, the Trustees are of the view that the AWINZ Board should go ahead with the functional and operational initiatives outlined above once the legal proceedings have been settled.

Wyn Hoadley QSO
AWINZ Chair

We recommend that the MAF Director of Animal Welfare and Deputy Director-General MAF Biosecurity New Zealand meet with AWINZ trustees to discuss their interests and viewpoints in maintaining AWINZ as an approved organisation and the impact on animal welfare enforcement in New Zealand if AWINZ were to cease to be approved.

If AWINZ is to continue as an approved organisation then in order for AWINZ to meet the requirements of s 122 of the Act (as articulated in the MAF Criteria) we recommend that it will need to significantly enhance its governance and management arrangements, develop effective financial management controls, put in place a record keeping system which captures its governance and management decisions and activities, develop suitable controls over the management of its charitable funds and bequests and enhance its level of financial and non-financial performance reporting to MAF. AWINZ also needs to address and resolve the conflicts of interest and duties that we have outlined above. We also recommend that MAF and AWINZ work together to strengthen their relationship and develop a more robust MOU. We have provided a "requirements" section (s5) at the end of the report. This section is intended as an aid to future discussions between MAF and AWINZ, particularly with regard to establishing a common understanding of future expectations if AWINZ is to continue as an approved organisation.

2 Executive Summary

MAF has undertaken regular audits of AWINZ since it became an approved organisation in 2000. These audits have focused on the performance and technical standards for inspectors and auxiliary officers and the delivery of animal welfare enforcement services by AWINZ's linked organisation, AWW. The governance arrangements, management, and financial arrangements of AWINZ have not previously been included within the scope of any MAF audit.

The administration provisions of the Animal Welfare Act 1999 and the MOU between MAF and AWINZ (a relationship management document) provide little opportunity for MAF to enforce the requirements for good governance arrangements, management and financial arrangements. This report is based on the information we were able to obtain with co-operation from AWINZ Trustees, who were concerned about the future accessibility of material they provided to us as part of the audit. There were aspects of AWINZ management, governance and financial arrangements that the AWINZ trustees considered to be outside the scope of this audit and not within their role as an approved organisation. These included the administration of the Lord Dowding Fund for Humane Research ("LDF"), their fund raising activities and the fund raising activities of Animal Welfare Waitakere, and AWINZ film monitoring activities. We have considered their comments in this regard and have included these topics in this report where we believe they are relevant to AWINZ's finance, governance and management arrangements. We note throughout the report the extent of information made available to the auditors and acknowledge that conclusions, recommendations and ultimately decisions will be made on an incomplete set of information.

Throughout the body of this report we have flagged our main findings as boxed paragraphs. In determining our conclusions we have considered the fact that AWINZ animal welfare enforcement activities have not grown in size and the national scale of operation that was envisaged in its original application has not eventuated.

The conclusion of our audit is that we found insufficient evidence to be able to give assurance that AWINZ is meeting the conditions of approval specified in s122 of the Act and the MAF document 'Criteria for considering applications to be an approved organisation'⁷ ("the MAF Criteria").

A particular test of the appropriateness of accountability arrangements, financial arrangements and management is whether these arrangements are sufficient to be confident that any fraudulent activities, were they to occur, would be identified in a timely manner. Both internal and independent external scrutiny play a role in this. The current level of external scrutiny over the accountability arrangements, financial arrangements and management of AWINZ is very limited and is not, in our opinion, sufficient to be able to give assurance that fraudulent activities, were they to occur, would be identified in a timely manner.

It was not the purpose of this audit to investigate whether fraudulent activities had occurred within AWINZ. However we note that from the information and records of AWINZ that we were able to review, we did not find evidence of any fraudulent activities.

The MOU between MAF and AWINZ does not provide for sufficient clarity over the roles and responsibilities of the parties involved. The MOU has not carried through the conditions of

⁷ Criteria for considering applications to be an approved organisation -- 18 October 1999

Audit of The Animal Welfare Institute of New Zealand (August 2008)

Commission (under the Charities Act 2005) and has lately provided its first Annual Return to the Commission. The Annual Return is available for viewing on the Commission's online Charities Register⁵

AWINZ's income in the last four years has been generated from fees for film monitoring, donations and interest from bank accounts and investments. In its application to be an approved organisation AWINZ stated that its income would include annual fees collected from its linked organisations.

1.4 Reason for the audit

Between the years of 2006 and 2008 the Minister of Agriculture (Hon Jim Anderton) received a number of complaints from a member of the public which claimed that AWINZ was not a properly constituted organisation and that an AWINZ Trustee was carrying out fraudulent practices and misusing the Trust's funds and his position for unfair personal gain. During this time, MAF sought advice about the status of the approved organisation and what matters should be covered in an audit of an unincorporated body to enable the Minister to be satisfied of the criteria set out in section 122 of the Animal Welfare Act. MAF concluded that an audit of AWINZ's accountability arrangements, management and financial arrangements (as expressed in s 122 (1) (b) of the Act) should be undertaken to provide the Minister with the appropriate assurance under the Act. This advice was given to the Minister and in March 2007 he responded to the complainant explaining that he had considered the issues raised and had identified a number of matters for possible inclusion in future audits of AWINZ. The Minister advised that he had asked MAF to consider these further when revising and refining the terms of reference for its next audit of AWINZ.

In order to address these matters within the scope of the audit, MAF determined, amongst other things, that it would assess AWINZ's governance arrangements, management and financial arrangements against the expectations, agreements and rules outlined in the MAF Criteria, AWINZ/MAF MOU and AWINZ Deed of Trust and Revocation.

1.5 Aim of the audit

The four main aims of this audit were to:

- determine whether the conditions of approval of AWINZ as an approved organisation under s 122 of the Animal Welfare Act 1999 are being met (taking into account the basic principles of good governance and financial management and the Memorandum of Understanding between the Ministry of Agriculture and Forestry ("MAF") and AWINZ)
- determine whether the current levels of external scrutiny of the accountability arrangements, financial arrangements and management of AWINZ are such that the risk of fraudulent activities (if undertaken) would likely be identified
- review the content of the Memorandum of Understanding ("MOU") between MAF and AWINZ and the management of the commitments made within it
- make recommendations to the Deputy Director-General of MAF Biosecurity New Zealand ("MAFBNZ") into what changes (if any) should be made by AWINZ and/or MAF to reduce the likelihood of non-compliance with section 122 of the Act.

⁴ Charities Commission registration number CC11235

⁵ <http://www.register.charities.govt.nz/CharitiesRegister/>

1 Background

1.1 History

In 1995 Animal Welfare Services ("AWS") of Waitakere City Council and the Ministry of Agriculture and Forestry ("MAF") started an animal welfare enforcement pilot programme. As part of the pilot programme, seven AWS officers were trained and appointed as inspectors under the Animals Protection Act 1960. The Animals Protection Act 1960 was repealed and replaced with the Animal Welfare Act 1999.

Neil Wells (AWINZ Trustee) explained in his original application for AWINZ to be an approved organisation under the Animal Welfare Act 1999 (dated 22 November 1999) that in 1998 AWS made a strategic decision that "a not-for-profit body to act as the interface between community and service delivery" be formed. This strategy led to the formation of The Animal Welfare Institute of New Zealand ("AWINZ"), whose objective was "...to achieve a seamless transition for those officers of Waitakere City Animal Welfare Services who are currently warranted to be appointed as from 01 January 2000 or as soon thereafter as is practicable". The AWINZ trust was established in March 2000.

Neil Wells further stated that the principal purpose of AWINZ was to promote the welfare of animals, and its aims were "to provide a national body to which individual inspectors will be properly answerable". Initially AWINZ planned to draw prospective inspectors from AWS, and noted that AWS was contracted to provide animal care and control for North Shore City.

AWINZ's application for approval further stated that "in the short term AWS will continue to operate as a business unit of Waitakere City Council ("WCC"). As such AWS will be an organisation linked to AWINZ.... Medium term strategy is that the business unit of AWS will be vested in AWINZ. All the assets of the AWS (the animal refuge, plant and equipment) will be transferred or leased to AWINZ". "Any territorial authority prepared to accept the terms and conditions of a linked organisation will be able to connect to AWINZ as a linked organisation and any officers who become inspectors will do so under the systems and procedures of AWINZ" and that "longer term the Institute will compete for territorial authority animal control contracts anywhere in New Zealand".

1.2 Requirements for approved organisation status

The Animal Welfare Act 1999 ("the Act") makes provision for approved organisations to deliver animal welfare enforcement and education services subject to the satisfaction of certain criteria set by MAF. These include providing suitable evidence that "the accountability arrangements, management and financial arrangements of the organisation are such that, having regard to the interests of the public, the organisation is suitable to be declared an approved organisation"¹. The Act also gives the Minister of Agriculture powers to revoke approved organisation status if "the organisation no longer meets any 1 or more of the criteria set"².

1.3 The Animal Welfare Institute of New Zealand

AWINZ made an application to become an approved organisation in November 1999. This application was approved by the Minister of Agriculture (Hon Jim Sutton) in December 2000.

¹ Animal Welfare Act Section 122(1)(b)

² Animal Welfare Act Section 123(1)(a)(i)

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Audit of The Animal Welfare Institute of New Zealand (August 2008)

Commission (under the Charities Act 2005) and has lately provided its first Annual Return to the Commission. The Annual Return is available for viewing on the Commission's online Charities Register⁵

AWINZ's income in the last four years has been generated from fees for film monitoring, donations and interest from bank accounts and investments. In its application to be an approved organisation AWINZ stated that its income would include annual fees collected from its linked organisations.

1.4 Reason for the audit

Between the years of 2006 and 2008 the Minister of Agriculture (Hon Jim Anderton) received a number of complaints from a member of the public which claimed that AWINZ was not a properly constituted organisation and that an AWINZ Trustee was carrying out fraudulent practices and misusing the Trust's funds and his position for unfair personal gain. During this time, MAF sought advice about the status of the approved organisation and what matters should be covered in an audit of an unincorporated body to enable the Minister to be satisfied of the criteria set out in section 122 of the Animal Welfare Act. MAF concluded that an audit of AWINZ's accountability arrangements, management and financial arrangements (as expressed in s 122 (1) (b) of the Act) should be undertaken to provide the Minister with the appropriate assurance under the Act. This advice was given to the Minister and in March 2007 he responded to the complainant explaining that he had considered the issues raised and had identified a number of matters for possible inclusion in future audits of AWINZ. The Minister advised that he had asked MAF to consider these further when revising and refining the terms of reference for its next audit of AWINZ.

In order to address these matters within the scope of the audit, MAF determined, amongst other things, that it would assess AWINZ's governance arrangements, management and financial arrangements against the expectations, agreements and rules outlined in the MAF Criteria, AWINZ/MAF MOU and AWINZ Deed of Trust and Revocation.

1.5 Aim of the audit

The four main aims of this audit were to:

- determine whether the conditions of approval of AWINZ as an approved organisation under s 122 of the Animal Welfare Act 1999 are being met (taking into account the basic principles of good governance and financial management and the Memorandum of Understanding between the Ministry of Agriculture and Forestry ("MAF") and AWINZ)
- determine whether the current levels of external scrutiny of the accountability arrangements, financial arrangements and management of AWINZ are such that the risk of fraudulent activities (if undertaken) would likely be identified
- review the content of the Memorandum of Understanding ("MOU") between MAF and AWINZ and the management of the commitments made within it
- make recommendations to the Deputy Director-General of MAF Biosecurity New Zealand ("MAFBNZ") into what changes (if any) should be made by AWINZ and/or MAF to reduce the likelihood of non-compliance with section 122 of the Act.

⁴ Charities Commission registration number CC11235

⁵ <http://www.register.charities.govt.nz/CharitiesRegister/>

1 Background

1.1 History

In 1995 Animal Welfare Services ("AWS") of Waitakere City Council and the Ministry of Agriculture and Forestry ("MAF") started an animal welfare enforcement pilot programme. As part of the pilot programme, seven AWS officers were trained and appointed as inspectors under the Animals Protection Act 1960. The Animals Protection Act 1960 was repealed and replaced with the Animal Welfare Act 1999.

Neil Wells (AWINZ Trustee) explained in his original application for AWINZ to be an approved organisation under the Animal Welfare Act 1999 (dated 22 November 1999) that in 1996 AWS made a strategic decision that "a not-for-profit body to act as the interface between community and service delivery" be formed. This strategy led to the formation of The Animal Welfare Institute of New Zealand ("AWINZ"), whose objective was "...to achieve a seamless transition for those officers of Waitakere City Animal Welfare Services who are currently warranted to be appointed as from 01 January 2000 or as soon thereafter as is practicable". The AWINZ trust was established in March 2000.

Neil Wells further stated that the principal purpose of AWINZ was to promote the welfare of animals, and its aims were "to provide a national body to which individual inspectors will be properly answerable". Initially AWINZ planned to draw prospective inspectors from AWS, and noted that AWS was contracted to provide animal care and control for North Shore City.

AWINZ's application for approval further stated that "in the short term AWS will continue to operate as a business unit of Waitakere City Council ("WCC"). As such AWS will be an organisation linked to AWINZ.... Medium term strategy is that the business unit of AWS will be vested in AWINZ. All the assets of the AWS (the animal refuge, plant and equipment) will be transferred or leased to AWINZ". "Any territorial authority prepared to accept the terms and conditions of a linked organisation will be able to connect to AWINZ as a linked organisation and any officers who become inspectors will do so under the systems and procedures of AWINZ" and that "longer term the Institute will compete for territorial authority animal control contracts anywhere in New Zealand".

1.2 Requirements for approved organisation status

The Animal Welfare Act 1999 ("the Act") makes provision for approved organisations to deliver animal welfare enforcement and education services subject to the satisfaction of certain criteria set by MAF. These include providing suitable evidence that "the accountability arrangements, management and financial arrangements of the organisation are such that, having regard to the interests of the public, the organisation is suitable to be declared an approved organisation"¹. The Act also gives the Minister of Agriculture powers to revoke approved organisation status if "the organisation no longer meets any 1 or more of the criteria set"².

1.3 The Animal Welfare Institute of New Zealand

AWINZ made an application to become an approved organisation in November 1999. This application was approved by the Minister of Agriculture (Hon Jim Sutton) in December 2000.

¹ Animal Welfare Act Section 122(1)(b)

² Animal Welfare Act Section 123(1)(a)(i)

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