



AGENDA

**JOINT SHAREHOLDERS COMMITTEE -
CENTRAL DISTRICTS WATER**

4.00PM, FRIDAY 13 FEBRUARY 2026

COUNCIL CHAMBER, FIRST FLOOR,
CIVIC ADMINISTRATION BUILDING,
32 THE SQUARE, PALMERSTON NORTH

MEMBERS

Vacancies (10)

JOINT SHAREHOLDERS COMMITTEE - CENTRAL DISTRICTS WATER MEETING

13 February 2026

ORDER OF BUSINESS

1. Karakia Timatanga

2. Apologies

3. Notification of Additional Items

Pursuant to Sections 46A(7) and 46A(7A) of the Local Government Official Information and Meetings Act 1987, to receive the Chairperson's explanation that specified item(s), which do not appear on the Agenda of this meeting and/or the meeting to be held with the public excluded, will be discussed.

Any additions in accordance with Section 46A(7) must be approved by resolution with an explanation as to why they cannot be delayed until a future meeting.

Any additions in accordance with Section 46A(7A) may be received or referred to a subsequent meeting for further discussion. No resolution, decision or recommendation can be made in respect of a minor item.

4. Declarations of Interest (if any)

Members are reminded of their duty to give a general notice of any interest of items to be considered on this agenda and the need to declare these interests.

5. Public Comment

To receive comments from members of the public on matters specified on this Agenda or, if time permits, on other Committee matters.

- 6. Use of Standing Orders** Page 7
Memorandum, presented by Hannah White, Manager Governance, Palmerston North.

- 7. Appointment of Shareholder Committee Chair and Deputy Chair** Page 9
Memorandum, presented by Chris Dyhrberg - Executive Director
Julie Keane - Executive Support.

- 8. Initial Shareholders' Committee Policies** Page 33
Memorandum, presented by Chris Dyhrberg - Executive Director
Julie Keane - Executive Support.

- 9. Schedule of meetings** Page 69
Memorandum, presented by Hannah White, Manager Governance, Palmerston North.

- 10. Work Schedule** Page 71

- 11. Karakia Whakamutunga**

- 12. Exclusion of Public**

That the public be excluded from the following parts of the proceedings of this meeting listed in the table below.

The general subject of each matter to be considered while the public is excluded, the reason for passing this resolution in relation to each matter, and the specific grounds under Section 48(1) of the Local Government Official Information and Meetings Act 1987 for the passing of this resolution are as follows:

General subject of each matter to be considered		Reason for passing this resolution in relation to each matter	Ground(s) under Section 48(1) for passing this resolution
13.	Board Recruitment	It is in the best interest of the Public that the Shareholders are able to negotiate with the potential Board Members without proposed Board fees being made public at this stage. and It is in the best interest of the Public that the Shareholders are able to negotiate with the potential Board Members without proposed Board fees being made public at this stage.	s7(2)(a)PRIVACY This information needs to be kept private to protect personal information that is confidential or sensitive. This includes people who are no longer alive and s7(2)(i)NEGOTIATIONS: This information needs to be kept confidential to ensure that Council can negotiate effectively, especially in business dealings

This resolution is made in reliance on Section 48(1)(a) of the Local Government Official Information and Meetings Act 1987 and the particular interest or interests protected by Section 6 or Section 7 of that Act which would be prejudiced by the holding of the whole or the relevant part of the proceedings of the meeting in public as stated in the above table.

Also that the persons listed below be permitted to remain after the public has been excluded for the reasons stated.

[Add Third Parties], because of their knowledge and ability to assist the meeting in speaking to their report/s [or other matters as specified] and answering questions, noting that such person/s will be present at the meeting only for the items that relate to their respective report/s [or matters as specified].

MEMORANDUM

TO: Joint Shareholders Committee - Central Districts Water

MEETING DATE: 13 February 2026

TITLE: Use of Standing Orders

PRESENTED BY: Hannah White, Manager Governance, Palmerston North

RECOMMENDATION(S) TO JOINT SHAREHOLDERS COMMITTEE - CENTRAL DISTRICTS WATER

- 1. Adopt Palmerston North City Council Standing Orders as the meeting procedures to govern how decisions are made by the Committee, until the Government introduces templated Standing Orders as replacement.**
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1. ISSUE

- 1.1 The Joint Shareholders Committee has been established as a joint committee under the Local Government Act 2002.
- 1.2 An orderly meeting requires all members to agree a set of procedures that will be followed for decision-making.
- 1.3 Since Palmerston North City Council will be administering the Joint Shareholders' Committee, the Palmerston North Standing Orders are proposed.

2. BACKGROUND

- 1.4 The Local Government Act requires every local authority to adopt a set of standing orders to govern the tikanga of meetings, and for every decision to be made following its standing orders.
- 1.5 Every decision of a joint committee is both a decision of each of the councils represented as well as a decision of the committee itself.
- 1.6 Agreeing a set of Standing Orders allows for every member to be aware of the meeting etiquette and processes, setting the groundwork for procedurally accurate, fair and transparent decision-making.

3. NEXT STEPS

- 1.7 Should the recommendation be agreed, the Standing Orders will immediately come into force for the 13 February 2026 meeting and onwards.
- 1.8 The [Palmerston North Standing Orders](#) are available on the Palmerston North City Council website. A digital copy has been made available to committee members in the Teams folder. A printed copy can be made available on request.
- 1.9 The Palmerston North Governance team are available should any committee member requesting training for familiarity.

4. COMPLIANCE AND ADMINISTRATION

Does the Committee have delegated authority to decide?	Yes
Are the decisions significant?	No
If they are significant do they affect land or a body of water?	No
Can this decision only be made through a 10 Year Plan?	No
Does this decision require consultation through the Special Consultative procedure?	No
Is there funding in the current Annual Plan for these objectives?	No
Are the recommendations inconsistent with any of the Councils’ policies or plans?	Yes
The Palmerston North Standing Orders will only apply to the Joint committee, but no other committee or council meeting of Horowhenua or Rangitikei District Councils.	

ATTACHMENTS

Nil

MEMORANDUM

TO: Joint Shareholders Committee - Central Districts Water

MEETING DATE: 13 February 2026

TITLE: Appointment of Shareholder Committee Chair and Deputy Chair

PRESENTED BY: Chris Dyhrberg - Executive Director
Julie Keane - Executive Support

RECOMMENDATIONS TO JOINT SHAREHOLDERS COMMITTEE - CENTRAL DISTRICTS WATER

That the Committee:

1. Approve the appointment of Chris Gallavin as the Independent Chair.
 2. Approve the initial appointment of the Independent Chair to be from 13 February 2026 to 30 June 2027.
 3. Approve the remuneration for the Independent Chair be set at a rate of \$45,000 p.a., plus GST if any, for the initial appointment, noting that it is anticipated that the workload for the initial appointment will be significantly higher than the longer-term expectation.
 4. Delegate to the Central Districts Water Executive Director authority to finalise a letter of engagement for the Independent Chair in line with the terms outlined in this report.
 5. Approve the appointment of a Deputy Chair.
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1. PURPOSE

- 1.1 This Memo seeks the Shareholders' Committee's approval to the appointment of an Independent Chair, and a Deputy Chair that is selected from the Members of the Committee.

2. BACKGROUND

- 2.1 The Shareholding Councils have agreed to the attached Terms of Reference for the Shareholders Committee, and these were adopted at their December 2025 Council meetings. The Terms of Reference are attached as **Appendix 1**.
- 2.2 The Terms of Reference specifies that the Committee will appoint an Independent Chair, who will have no voting rights. It also specifies that the Committee will

appoint a Deputy Chair, who will act as the Chair in the Chair's absence. The Deputy Chair is to be selected from within the Members of the Committee

3. INDEPENDENT CHAIR EXPRESSIONS OF INTEREST

- 3.1 To expedite the process of appointing the Independent Chair, the Project Oversight Group (POG) undertook an Expression of Interest (Eoi) process during December 2025 and January 2026. The three Mayors approached individuals to encourage applications. The Eoi process closed on 21st January 2026. The Eoi document is attached as **Appendix 2**. That document includes a copy of the Committee Terms of Reference and the Position Description for the Independent Chair.
- 3.2 Only one application was received. While the POG had a preference to be able to select from a range of candidates, it was impressed with the application it received from Chris Gallavin. Chris' application is attached as **Appendix 3**.
- 3.3 The POG conducted an interview with Chris on 5th February to confirm his suitability for the role. Their conclusion was that Chris adequately demonstrated he had the skills, experience and personal attributes necessary for the role, and that he would make an excellent Independent Chair. Their recommendation is that he is appointed to the role.

4. INDEPENDENT CHAIR REMUNERATION

- 4.1 It is the Committee's responsibility to also set the remuneration for the Independent Chair. The three Shareholding Councils will split the cost of the Independent Chair between them.
- 4.2 When the Committee is running in a BAU manner, the Committee is likely to only meet four times per year. The work schedule for the Committee will vary by year, depending on whether there is a Statement of Expectation to agree or if there are other documents that require the Committee's review.
- 4.3 During the first year, the workload is expected to be significantly greater than during a "normal" year. For this reason, the remuneration for the initial appointment period has been considered in that context, allowing for an average of at least four hours per week over the period.
- 4.4 The Central Districts Water Establishment Team has also conducted some benchmarking of other like positions to gauge what would be considered reasonable for the role for the initial appointment.
- 4.5 This information was put to the POG for review. Their recommendation is that the initial appointment period remuneration be set at \$45,000 p.a., plus GST if any.
- 4.6 The initial appointment period is recommended to be from today (13th February 2026) to 30th June 2027 to align the initial appointment to the period when there is

expected to be a higher than normal workload. The Committee can then consider whether the remuneration for any further appointment should be changed to allow for the likely change in workload.

5. LETTER OF ENGAGEMENT FOR THE INDEPENDENT CHAIR

5.1 The employment relationship with the Independent Chair will be with the Horowhenua District Council on behalf of the Shareholding Councils. This is because Horowhenua District Council is the “Lead Council” for the Central Districts Water establishment process, and all external payments are made by them and then allocated across the three Shareholders.

5.2 A Letter of Engagement has been drafted that is in line with the terms outlined in this report. It is recommended that the Committee delegate to the Central Districts Water Executive Director the authority to finalise the Letter of Engagement in line with the term agreed by the Committee and arrange for it to be signed by the Chief Executive of Horowhenua District Council.

6. APPOINTMENT OF A DEPUTY CHAIR

6.1 As outlined above, the Committee is required to appoint a Deputy Chair, who will act as the chair in the Chair’s absence. The Deputy Chair is to be selected from within the Members of the Committee.

6.2 It is recommended that the Members of the Committee consider who they would like to nominate for the Deputy Chair, call for nominations at the inaugural meeting and hold a vote.

7. NEXT STEPS

7.1 Approve the appointment of the Independent Chair and appoint a Deputy Chair at the 13 February Committee meeting.




7.2 The Executive Director will finalise the Letter of Engagement with the Independent Chair, in line with the approvals provided by the Committee, and the Chief Executive of Horowhenua District Council will sign on behalf of the Shareholding Councils.

8. COMPLIANCE AND ADMINISTRATION

Does the Committee have delegated authority to decide?	Yes
Are the decisions significant?	No
If they are significant do they affect land or a body of water?	No
Can this decision only be made through a 10 Year Plan?	No
Does this decision require consultation through the Special Consultative procedure?	No

Is there funding in the current Annual Plan for these objectives?	Yes
Are the recommendations inconsistent with any of Council’s policies or plans?	No

ATTACHMENTS

1. Shareholders' Committee Terms of Reference [↓](#) 
2. Independent Chair Expression of Interest [↓](#) 
3. Chris Gallavin Cover Letter and Resume [↓](#) 

SHAREHOLDERS COMMITTEE TERMS OF REFERENCE

1. PURPOSE

The Shareholders Committee (**Shareholders Committee**) is established, as a joint committee under clause 30(1)(b) of Schedule 7 to the LGA to:

- (a) Provide governance oversight of the Company, once established, which will provide Water Services in the Service Area set out in **Error! Reference source not found.**; and
- (b) Provide a forum for the representatives of the Company's shareholders (**Shareholders**) to meet, discuss and co-ordinate on relevant issues and, through their representatives, exercise their powers in respect of the Company.

2. SHAREHOLDERS COMMITTEE RESPONSIBILITIES

The Shareholders Committee's responsibilities are:

- (a) Appointing and removing Directors, and determining the term of each Director's appointment;
- (b) Endorsing which Director will be Chair of the Board;
- (c) Adopting and amending the Board Skills Matrix;
- (d) Determining the Company's Board appointment policy;
- (e) Seeking and interviewing candidates for the Company's Board as needed;
- (f) Approving the remuneration of directors of the Company;
- (g) Engaging with the Company, on behalf of the Shareholders, in relation to the Company's preparation and approval of its significance and engagement policy;
- (h) Preparing, considering comments from the Company on, and adopting the Statement of Expectations for the Company;
- (i) Receiving, considering and providing comments and recommendations to the Company on its draft Water Services Strategy, and any amendments to it;
- (j) Receiving and considering draft Transfer Agreements;
- (k) Receiving and considering draft Transitional or Service Level Agreements;
- (l) Receiving and considering the Water Services Half-yearly Report and Water Services Annual Report of the Company;
- (m) Receiving and considering such other information from the Company as the Shareholders Committee may receive or request on behalf of the Shareholders from time to time;

- (n) Undertaking performance and other monitoring of the Company, and of the Board;
- (o) Considering and providing recommendations to the Shareholders on proposals from the Company;
- (p) Providing co-ordinated feedback, and recommendations as needed, on any matters requested or proposed by the Company or any Shareholder including water services assets and infrastructure and water conservation;
- (q) Developing, as required, a role description for an Independent Chair, and interviewing and appointing an Independent Chair;
- (r) Determining when Shareholder meetings, or resolutions in lieu of Shareholder meetings, are required, without prejudice to Shareholder and Board rights to call meetings under the Company's constitution; and
- (s) Providing recommendations to the Shareholders regarding changes to these terms of reference, the Shareholders' Agreement and the constitution of the Company.

3. SHAREHOLDERS' RESPONSIBILITIES

To the extent that each Shareholder delegates its relevant powers to the Shareholders Committee member it appoints, the Shareholders Committee will provide a forum for the Shareholders to meet and exercise their powers in relation to the Company.

4. MEMBERSHIP

- (a) The membership of the Shareholders Committee will total the number of persons set out in **Error! Reference source not found..**
- (b) Each Shareholder will appoint three members of the Shareholders Committee, with the initial members being as set out in **Error! Reference source not found..**
- (c) At least one but no more than two members of the Shareholders Committee appointed by each Shareholder must be elected members of the appointing Shareholder.
- (d) Each Shareholder may appoint one Mana Whenua representative as one of its three members of the Shareholders Committee.

5. CHAIRPERSON AND DEPUTY CHAIRPERSON

- (a) Once all members of the Shareholders Committee have been appointed, they will:
 - (i) appoint an Independent Chairperson, who will have no voting rights; and
 - (ii) appoint a Deputy Chairperson.

- (b) The Deputy Chairperson:
- (i) will act as the chair in the absence of the Independent Chairperson appointed pursuant to clause 5(a); and
 - (ii) may be removed and replaced by the members of the Shareholders Committee.

6. QUORUM

- (a) For a meeting of the Shareholders Committee to have a quorum, five members, or their appointed Alternates, must be present, including at least one Shareholders Committee Representative that is an elected member of each appointing Council.
- (b) Where the Shareholders Committee is providing a forum for the Shareholders to meet and exercise their powers in relation to the Company, the requirements of the Company's constitution and shareholders' agreement will prevail over the Terms of Reference.

7. ALTERNATES

- (a) Each Shareholder must appoint two Alternates for the Shareholders Committee Representatives appointed by it, one of whom is to be an Alternate for the appointed representative for mana whenua, in accordance with the Shareholders' Agreement.
- (b) Where any Alternate attends a meeting of the Shareholders Committee, they may vote at meetings, and undertake all actions in relation to the Shareholders Committee (including signing any resolution), as if they were the relevant Shareholders Committee Representative, but only in the event that the Shareholders Committee Representative is unable or unavailable to do so.

8. DECISION-MAKING

- (a) The Shareholders Committee will strive to make all decisions by consensus.
- (b) In the event that a consensus on a particular matter before the Shareholders Committee is not able to be reached, the Shareholders Committee will vote on a resolution in respect of the matter.
- (c) Each member of the Shareholders Committee, except the Independent Chairperson appointed under clause 5(a)(i), will have one vote, and resolution may be passed by a simple majority of votes.
- (d) In the situation where there is an equality of votes cast on a matter, the Independent Chairperson does not have a casting vote.
- (e) Any resolution of the Shareholders Committee may be passed in writing, signed or assented to by or on behalf of Shareholders Committee Representatives holding the requisite majority of votes to pass the resolution, as specified above. Any such resolution in writing may consist of one or more documents in similar form (including letters, facsimiles, electronic mail, or other similar means of communication) each signed or assented to by or on behalf of one or more of the Shareholders Committee Representatives. Any Shareholders Committee Representative not signing the resolution must be provided with a copy of the resolution.

- (f) Other than for those matters for which the Shareholders Committee has effective decision-making capacity through these terms of reference, each Shareholder retains its full powers to make its own decisions on matters referred to it by the Shareholders Committee.

9. REMUNERATION

Each Shareholder will be responsible for remunerating its representatives on the Shareholders Committee for any costs associated with that person's membership of the Shareholders Committee.

10. ADMINISTRATION

Reports to be considered by the Shareholders Committee may be submitted by any of the Shareholders or the Company.

11. ALTERATION OR REVOCATION

No alteration or revocation of these Terms of Reference will be of any force or effect unless approved in accordance with Schedule 2 of the Shareholders Agreement.

12. DEFINED TERMS

Alternate, in relation to a Shareholder, means an alternate to that Shareholder's appointed Shareholders Committee Representatives to attend and vote at meetings of the Shareholders Committee but only where the relevant Shareholder's appointed Shareholders Committee Representative is unable or unavailable to do so.

Board means the board of Directors of the Company.

Board Skills Matrix means a matrix setting out the skills which are required to be represented on the Board, by being held by one or more Directors in office, as adopted and amended by the Shareholders Committee from time to time.

Company means Central Districts Water Limited.

Director means a director of the Company.

Service Area has the meaning given to it in section 4 of the LG(WS) Act and, in relation to the Company, comprises the combination of the areas delineated by geographical boundaries specified in each Transfer Agreement as the area in which the Company will provide water services under that Transfer Agreement, and also includes other areas in which the Company provides water services with the approval of the Shareholders Committee and subject to compliance with any requirements of the LG(WS) Act.

Shareholder means a shareholder in the Company and includes any person who subsequently becomes a shareholder.

Shareholders' Agreement means the agreement relating to the Company between the Shareholders and the Company, once incorporated, as amended from time to time.

Shareholders Committee means the joint committee formed by the Shareholders in accordance with the Shareholders' Agreement.

Shareholders Committee Representative means a member of the Shareholders Committee appointed in accordance with the Shareholders' Agreement.

Statement of Expectations has the meaning given to it in section 220 of the LG(WS) Act.

Transfer Agreement has the meaning given to it in section 4 of the LG(WS) Act.

Water Services has the meaning given to it in section 4 of the LG(WS) Act, which will be the water services transferred to the Company in accordance with the Transfer Agreement between the Company and each Shareholder and otherwise provided by the Company in its Service Area.

Water Services Annual Budget has the meaning given to it in section 220 of the LG(WS) Act.

Water Services Annual Report has the meaning given to it in section 220 of the LG(WS) Act.

Water Services Half-yearly Report means the document referred to in section 248 of the LG(WS) Act.

Water Services Strategy has the meaning given to it in section 220 of the LG(WS) Act.



Expression of Interest

Independent Chair – Central Districts Water Shareholders Committee

A joint committee of Horowhenua District Council, Palmerston North City Council and Rangitikei District Council

Central Districts Water is a newly formed Water Services CCO that is being established to deliver water services to the Horowhenua, Palmerston North and Rangitikei regions.

The three Shareholding Councils have agreed to establish a Joint Committee, under clause 30(1)(b) of Schedule 7 to Local Government Act 2002. Called the Shareholders Committee, it will be the key interface between the Shareholding Councils and the board of Central Districts Water.

The Terms of Reference for the Shareholders Committee are attached to this document (**Attachment 1**).

The Shareholders Committee will appoint an Independent Chair. The Position Description for the Independent Chair (**Attachment 2**) describes the purpose of the role as follows:

- The Independent Chair is responsible for leading the Shareholders Committee, ensuring robust governance, effective engagement, and constructive collaboration among and between the members of the Shareholders Committee, and between the Shareholders Committee and the Board of Central Districts Water Limited.
- The Independent Chair is to act as a neutral facilitator, providing independent oversight and guidance, without voting rights, to support sound decision-making and uphold the integrity of the Committee's processes. The Independent Chair is appointed by, and reports to, the Shareholders Committee.

The Shareholders Committee is now seeking expressions of interest for the Independent Chair.



Committee Membership

The Shareholders Committee will comprise 10 members including the Independent Chair. Each council will appoint three members, including one Elected Member from their council, one Mana whenua representative and one other person, who is expected to be a second Elected Member from their council.

The three Mana whenua representatives that will be appointed by the three councils will be nominated by Ngā Tapuwāe o Hau, which is a Roopu group that has been formed to represent all Iwi across the three council areas. Each council will confirm the three Ngā Tapuwāe o Hau nominations when they confirm their own council appointees.

Committee Administration

The Shareholders Committee will be supported by a Committee Administrator that will be appointed by one of the Shareholder Councils. The Committee Administrator will assist the Chair and the Committee with logistics, meeting administrative duties and assisting with the drafting of papers for Shareholders Committee meetings.

Time Commitment

The Shareholders Committee is expected to meet quarterly, although it is expected that it will need to meet more frequently in its first year of operation, particularly during its establishment phase.

The Independent Chair will also be required to meet with various parties outside of the committee meetings and contribute to the preparation of papers and information for the committee meetings.

During the first year of operation, it is expected the Independent Chair will spend an average of four hours per week on committee duties.

Timing and Expression of Interest

The first meeting of the Shareholders Committee is expected to be held in mid-February 2026, and it is anticipated that the appointment of the Independent Chair will be made at that meeting.

Interested parties are asked to provide their expression of interest no later than 5pm Wednesday 21 January 2026 to:

Chris Dyhrberg
Executive Director
Central Districts Water
Phone: +64 27 496 1982
E-mail: chris.dyhrberg@centraldistrictswater.co.nz

Attachment 1**SHAREHOLDERS COMMITTEE TERMS OF REFERENCE****1. PURPOSE**

The Shareholders Committee (**Shareholders Committee**) is established, as a joint committee under clause 30(1)(b) of Schedule 7 to the LGA to:

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- (b) Provide a forum for the representatives of the Company's shareholders (**Shareholders**) to meet, discuss and co-ordinate on relevant issues and, through their representatives, exercise their powers in respect of the Company.

2. SHAREHOLDERS COMMITTEE RESPONSIBILITIES

The Shareholders Committee's responsibilities are:

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- (b) Endorsing which Director will be Chair of the Board;
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- (d) Determining the Company's Board appointment policy;
- (e) Seeking and interviewing candidates for the Company's Board as needed;
- (f) Approving the remuneration of directors of the Company;
- (g) Engaging with the Company, on behalf of the Shareholders, in relation to the Company's preparation and approval of its significance and engagement policy;
- (h) Preparing, considering comments from the Company on, and adopting the Statement of Expectations for the Company;
- (i) Receiving, considering and providing comments and recommendations to the Company on its draft Water Services Strategy, and any amendments to it;
- (j) Receiving and considering draft Transfer Agreements;
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- (l) Receiving and considering the Water Services Half-yearly Report and Water Services Annual Report of the Company;
- (m) Receiving and considering such other information from the Company as the Shareholders Committee may receive or request on behalf of the Shareholders from time to time;
- (n) Undertaking performance and other monitoring of the Company, and of the Board;
- (o) Considering and providing recommendations to the Shareholders on proposals from the Company;
- (p) Providing co-ordinated feedback, and recommendations as needed, on any matters requested or proposed by the Company or any Shareholder including water services assets and infrastructure and water conservation;
- (q) Developing, as required, a role description for an Independent Chair, and interviewing and appointing an Independent Chair;
- (r) Determining when Shareholder meetings, or resolutions in lieu of Shareholder meetings, are required, without prejudice to Shareholder and Board rights to call meetings under the Company's constitution; and
- (s) Providing recommendations to the Shareholders regarding changes to these terms of reference, the Shareholders' Agreement and the constitution of the Company.

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5. CHAIRPERSON AND DEPUTY CHAIRPERSON

- (a) Once all members of the Shareholders Committee have been appointed, they will:
 - (i) appoint an Independent Chairperson, who will have no voting rights; and
 - (ii) appoint a Deputy Chairperson.
- (b) The Deputy Chairperson:
 - (i) will act as the chair in the absence of the Independent Chairperson appointed pursuant to clause 5(a); and
 - (ii) may be removed and replaced by the members of the Shareholders Committee.

6. QUORUM

- (a) For a meeting of the Shareholders Committee to have a quorum, five members, or their appointed Alternates, must be present, including at least one Shareholders Committee Representative that is an elected member of each appointing Council.
- (b) Where the Shareholders Committee is providing a forum for the Shareholders to meet and exercise their powers in relation to the Company, the requirements of the Company's constitution and shareholders' agreement will prevail over the Terms of Reference.

7. ALTERNATES

- (a) Each Shareholder must appoint two Alternates for the Shareholders Committee Representatives appointed by it, one of whom is to be an Alternate for the appointed representative for *mana whenua*, in accordance with the Shareholders' Agreement.
- (b) Where any Alternate attends a meeting of the Shareholders Committee, they may vote at meetings, and undertake all actions in relation to the Shareholders Committee (including signing any resolution), as if they were the relevant Shareholders Committee Representative, but only in the event that the Shareholders Committee Representative is unable or unavailable to do so.

8. DECISION-MAKING

- (a) The Shareholders Committee will strive to make all decisions by consensus.
- (b) In the event that a consensus on a particular matter before the Shareholders Committee is not able to be reached, the Shareholders Committee will vote on a resolution in respect of the matter.
- (c) Each member of the Shareholders Committee, except the Independent Chairperson appointed under clause 5(a)(i), will have one vote, and resolution may be passed by a simple majority of votes.

- (d) In the situation where there is an equality of votes cast on a matter, the Independent Chairperson does not have a casting vote.
- (e) Any resolution of the Shareholders Committee may be passed in writing, signed or assented to by or on behalf of Shareholders Committee Representatives holding the requisite majority of votes to pass the resolution, as specified above. Any such resolution in writing may consist of one or more documents in similar form (including letters, facsimiles, electronic mail, or other similar means of communication) each signed or assented to by or on behalf of one or more of the Shareholders Committee Representatives. Any Shareholders Committee Representative not signing the resolution must be provided with a copy of the resolution.
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Statement of Expectations has the meaning given to it in section 220 of the LG(WS) Act.

Transfer Agreement has the meaning given to it in section 4 of the LG(WS) Act.

Water Services has the meaning given to it in section 4 of the LG(WS) Act, which will be the water services transferred to the Company in accordance with the Transfer Agreement between the Company and each Shareholder and otherwise provided by the Company in its Service Area.

Water Services Annual Budget has the meaning given to it in section 220 of the LG(WS) Act.

Water Services Annual Report has the meaning given to it in section 220 of the LG(WS) Act.

Water Services Half-yearly Report means the document referred to in section 248 of the LG(WS) Act.

Water Services Strategy has the meaning given to it in section 220 of the LG(WS) Act.

Attachment 2

CENTRAL DISTRICTS WATER LIMITED

Shareholders Committee

Position Description: Independent Chair of the Shareholders Committee

1. PURPOSE OF THE ROLE

The Independent Chair is responsible for leading the Shareholders Committee, ensuring robust governance, effective engagement, and constructive collaboration among and between the members of the Shareholders Committee, and between the Shareholders Committee and the Board of Central Districts Water Limited.

The Independent Chair is to act as a neutral facilitator, providing independent oversight and guidance, without voting rights, to support sound decision-making and uphold the integrity of the Committee's processes. The Independent Chair is appointed by, and reports to, the Shareholders Committee.

2. KEY RESPONSIBILITIES

Governance Leadership

- Chair all meetings of the Shareholders Committee in a fair, impartial, and efficient manner.
- Ensure the Committee operates within its delegated authority and established governance framework.
- Promote transparency, accountability, and adherence to best practice governance standards.

Liaison and Engagement

- Serve as the primary liaison between the Shareholders Committee and the Board Chair.
- Facilitate effective communication and alignment between Shareholder Councils and the company's governance structures.
- Support the resolution of issues and foster a collaborative environment among Committee members and stakeholders.
- When requested, to present to Shareholder Councils on behalf of the Shareholders Committee.

Meeting Management

- Set meeting agendas in consultation with Committee members and relevant stakeholders.
- Oversee the timely distribution of meeting materials and ensure clarity in decision-making processes.

- Maintain a focus on strategic matters and shareholder interests during Committee discussions.

Advisory and Support

- Provide independent advice on governance matters.
- Support members in understanding their roles, responsibilities, and delegated powers.
- Assist in identifying and managing potential conflicts of interest.

3. EXPECTATIONS AND ATTRIBUTES

- **Independence:** Must not be an employee or elected member of any Shareholder Council or employee of Central Districts Water Limited, or be employed by or otherwise affiliated with any mana whenua stakeholders of the Shareholding Councils.
- **Governance Expertise:** Demonstrated understanding and experience in relation to corporate governance, ideally within local government or infrastructure sectors.
- **Leadership:** Proven ability to lead discussions, build consensus, and manage diverse viewpoints.
- **Communication:** Excellent interpersonal and facilitation skills, with the ability to liaise effectively across multiple organisations.
- **Integrity:** High ethical standards and a commitment to impartiality.

4. TERM AND REMUNERATION

- Appointment is for a fixed term, as agreed by the Shareholders Committee.
- Remuneration will be determined by the Shareholders Committee.

5. KEY RELATIONSHIPS

- Shareholders Committee members
- Board Chair and Board members of Central Districts Water Limited
- Representatives of the three shareholder councils
- Other key stakeholders as required

6. PERFORMANCE MEASURES

- Effective facilitation of Committee meetings and decision-making processes
- Maintenance of high standards of governance and compliance
- Constructive engagement and communication between all parties
- Timely and accurate distribution of meeting materials
- Positive feedback from Committee members and stakeholders

7. PERSON SPECIFICATION

- Significant experience in governance roles, preferably as an independent chair or director
- Strong understanding of the local government and/or infrastructure sectors
- Demonstrated ability to operate with independence and impartiality
- Excellent communication, negotiation, and relationship management skills
- Commitment to upholding the highest standards of integrity and ethical conduct

Note: This position description is intended to provide a general overview of the role and is not exhaustive. The responsibilities and expectations may be amended from time to time, in consultation with the Shareholders Committee, to reflect the evolving needs of Central Districts Water Limited.

Chris Gallavin

7(2)(a) Privacy

6 January 2025

Chris Dyhrberg
Executive Director
Central Districts Water
Palmerston North

Central Districts Water Shareholders' Committee – Independent Chair

Tēnā koe Chris,

Let me introduce myself.

Nō Airani hoki ōku tīpuna, i tae mai ōku tīpuna ki Aotearoa i te rautau tekau mā iwa. Ko Rangitoto te waka. I whānau mai au i Te Waiharakeke, Te Wai Pounmu. I tipu ahau i raro i te maunga Tapuae-o-Uenuku. I tipu ahau i te taha o te awa o Wairau. I tipu ake au i Te Waiharakeke. Nō reira, ko Aotearoa tōku whenua tipu. Ko Chris tōku ingoa, Gallavin ko te ingoa o tōku whānau. I tēnei wā kei Te Papaeoia ahau e noho ana.

I am writing to express my interest in the role of Independent Chair of the Central Districts Water Shareholders' Committee. This is a pivotal moment for the Horowhenua, Palmerston North, and Rangitīkei regions as they establish a new water services entity grounded in robust governance and bicultural collaboration, to secure long-term public value for the communities of the Central Districts. The opportunity to support this kaupapa as an independent, impartial, and strategically minded Chair aligns directly with my professional experience and personal commitment to values-led leadership.

Across my career, I have been entrusted with leading organisations through periods of establishment, transformation, and heightened public scrutiny. Whether realigning the staffing and structural framework of the Sisters of Compassion Group (a social services charity with an annual turnover of \$14M and \$200M+ in assets, and at the time, 150 staff), reconstructing a significant element of the University of Canterbury after the Canterbury earthquakes, or designing bicultural governance models that embed Te Tiriti principles into organisational DNA, my work has consistently centred on building trust, strengthening governance, and enabling high-performing teams to deliver for their communities.

Governance Leadership & Strategic Oversight

The Shareholders Committee will play a critical role in shaping the governance culture of Central Districts Water, setting expectations, appointing directors, monitoring performance, and ensuring alignment between shareholder councils, mana whenua, and the company's board. My governance experience is well suited to this environment.

As Chief Executive of the Sisters of Compassion Group, I led a full organisational reconfiguration, including a comprehensive staff realignment, the disestablishment of three of the eight boards contained within the Group, and the initial decision to close and then sell a near-100-bed hospital-grade elder care facility. This required a values and EQ-centered approach to my engagement with multiple boards, particularly as I navigated the very public decision to sell the Upper Hutt based, Home of Compassion. Leading three boards through the necessary decision to close the Home of Compassion and then leading the co-management of the Home with Te Whatu Ora and Heritage Life Care (the latter being the eventual purchaser of the Home), required absolute clarity on the strategic

direction of the Sisters of Compassion, coupled with an acute commercial determination underpinned by a kaupapa that prioritised community and people. My actions through this crisis helped ensure that the 90-year history of the Home continued as a major community resource for future generations in the area.

Currently, I teach governance and global business as part of Massey University's top ten globally ranked Executive MBA programme. I work closely with senior leaders across multiple sectors to strengthen governance capability and decision-making processes, to provide strategic clarity set within the all-important notions of context and systems thinking. This work has helped me establish my reputation as a leading thought-leader in the area of governance practice. It has also deepened my understanding of best-practice governance frameworks and the dynamics of high-trust relationships within boards and executive teams. This knowledge and experience are, I suggest, directly relevant to the mandate of the Shareholders' Committee.

My extensive governance experience has also seen me lead a staffing change-management process at Carncot School (where I am board chair) in order to bring the school back into the black from years of deficit returns. For several years I was also board chair of the New Zealand Centre for Global Studies, as well as College Board at Massey University – the 20+ member central board of the College of Humanities and Social Sciences covering 600 staff, approximately 5000 full time students, and more than 24 educational programmes – Faculty Chair of the Law Faculty at the University of Canterbury, and Board Chair of the New Zealand Eisenhower Fellowship Programme.

Independent Facilitation & Consensus Building

The Independent Chair must be a neutral facilitator, someone who can guide diverse viewpoints toward shared outcomes without voting rights or political alignment. This is a space in which I am deeply experienced.

At base, I am an applied collaborator and consensus builder, having dedicated the last 14 years to building robust skills these areas. At the University of Canterbury, I led the law faculty through an intense period of crisis and renewal following the earthquakes. The environment was highly charged, with competing interests, exhausted staff, and significant public scrutiny. My role required calm, impartial facilitation and the ability to build consensus around difficult decisions. The success of this work was recognised when I was honoured in the New Zealander of the Year Awards for 2014.

Similarly, at the Sisters of Compassion, I worked across iwi, government, and community groups to navigate sensitive decisions with empathy, clarity, and fairness. This included the momentous decision to appoint a co-chief executive Māori as one half of the Tumu Whakarae for the organisation, the provision of emergency housing for Afghan families following the sudden withdrawal of western troops from Afghanistan, and the housing of migrant families through the New Zealand refugee programme. I am known for my ability to hold space for divergent perspectives while maintaining focus on long-term strategic outcomes.

Bicultural Partnership & Mana Whenua Engagement

The Shareholders Committee's structure, particularly the inclusion of mana whenua representatives nominated through Ngā Tapuwāe o Hau, reflects a commitment to collaboration under Te Tiriti o Waitangi that I strongly support.

My leadership at the Sisters of Compassion included establishing a bicultural executive model, appointing a Co-Chief Executive Māori, and embedding Te Ao Māori into governance, operations, and organisational culture. This was not symbolic work; it was structural, relational, and enduring. I engaged directly with iwi leaders to ensure that decision-making reflected shared authority and mutual respect.

Whilst at Canterbury University, I worked extensively with Ngāi Tahu in the establishment of cultural competence as a defining feature of the graduate profile of the university. At Massey, I was acting-head of school for 12 months of Te Pūtahi-a-toi – the School of Māori Knowledge – prior to appointing Professor Meihana Durie as the permanent head of school. As tangata tiriti, I found the acting-head position to be one of the most enriching of my career as I grew in my ability to listen, learn and to humbly contribute in an environment of humility and respect.

I bring a deep appreciation for tikanga informed governance, the importance of mana-enhancing processes, and the need for genuine collaboration in the stewardship of essential services such as water.

Meeting Management, Process Integrity & Strategic Focus

The Independent Chair must ensure that the Committee's processes are disciplined, transparent, and strategically focused. My experience in high-stakes environments, particularly as chair of complex committees, has honed my ability to:

- set clear agendas and maintain strategic alignment
- ensure timely, high-quality information flows
- support members to understand their roles and delegated powers
- uphold process integrity and manage conflicts of interest
- maintain momentum while fostering thoughtful deliberation

These are foundational to effective governance and essential in the establishment phase of a new water services entity.

A Calm, Values-Led Leader for a Complex Establishment Phase

The first year of Central Districts Water will be decisive. The Shareholders Committee will be required to make foundational appointments, establish expectations, and build trust across councils, mana whenua, and the new board. This requires a Chair who is steady, impartial, and experienced in navigating complexity.

I am privileged to have developed a body of practice in the leadership of complexity. I am a calm and measured leader, shaped by significant professional challenges and grounded in principles of manaakitanga, kaitiakitanga, and whanaungatanga. I do not catastrophise. I seek to empower and not micro-manage. And I bring clarity, discipline, and a focus on long-term public value. My approach is to empower groups to work together in ways that exceed the sum of their parts, an essential quality for a joint committee representing three councils and mana whenua.

Conclusion

It would be a privilege to serve as the Independent Chair of the Shareholders Committee and to support the establishment of Central Districts Water as a trusted, high-performing, and values-driven water services entity. I welcome the opportunity to discuss how my experience, governance expertise, and commitment to collaboration could contribute to this important kaupapa.

Ngā mihi nui,

Chris Gallavin

Dr Chris Gallavin MInstD, LLB(Hons) Cant., PhD Hull, PGCertTE(Gov) Melb, MTEM, Melb.

LinkedIn: <https://www.linkedin.com/in/chrisgallavin/>

DR CHRIS GALLAVIN

Senior Executive

7(2)(a) Privacy

<https://www.linkedin.com/in/chrisgallavin/>

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SUMMARY

Strategic, values-led executive leader with 20+ years' experience across social-justice, tertiary, the not-for-profit and international development sectors. Nationally recognised public advocate with over 1000 citations, two feature-length documentaries, and a global profile shaped by Eisenhower, Fulbright, Oxford University, and Duke of Edinburgh fellowships. Proven track record in leading complex organisations, growing funding, forging high-trust partnerships, and driving bicultural transformation. Unashamedly team focused with a portfolio of engagement across sectors on team development and optimisation. A self-aware, EQ-centred leader, deeply committed to te Tiriti o Waitangi, equity, and the rights and wellbeing of families and communities.

EDUCATION

Bachelor Degree in Law

University of Canterbury - First Class Hons. - 1998-01
Admitted Barrister & Solicitor 2007

Postgraduate Cert Education Governance

Melbourne University - 2017 - 2018

Masters of Education Management

Melbourne University - 2017 - 2019

Phd - Law

University of Hull, UK - 2002 - 2004

SKILLS

- **Strategic Planning:** Developed and executed strategic plans that aligned with institutional goals, contributing to considerable growth in revenue and funding.
- **Stakeholder Engagement & Collaboration:** Built and maintained strong relationships with key industry and academic partners, driving collaborative research projects and increasing student and philanthropic revenue.
- **Financial Oversight:** Managed multi-million-dollar budgets, achieving significant cost reductions while maintaining high standards in both service and output.
- **Change Management & High-Performance Team Leadership:** Led multiple transformative initiatives, including reform of the School of Law, University of Canterbury. Staffing restructure, Sisters of Compassion.
- **Public Speaking & Media Liaison:** Regularly engaged with media outlets and public forums, enhancing institutional profile and promoting key initiatives.
- **Re-Branding:** Rebranding of UC Law to focus on professional and community engagement. New market identification and matched profile raising and brand awareness.

PROFESSIONAL EXPERIENCE

Executive Dean - Faculty of Law & Associate Professor

University of Canterbury | 2012 - 2015

- **Leadership & Strategy:** Drafted and implemented the School's first strategic plan in over 100 years. Engaged the Faculty in the rebuild of the Canterbury community. Established New Zealand's first comprehensive clinical legal education programme. Instigated a philanthropic programme of support.
- **Research Focus:** Directed the Faculty's research and innovation strategy, maintaining the School as a top 100 QS ranked faculty.
- **Stakeholder Engagement:** Fostered strong relationships with industry partners, resulting in new collaborative projects and enhanced funding opportunities.
- **Innovation:** Established New Zealand's first and only Bachelor of Criminal Justice.
- **Financial Oversight:** Oversaw an operational budget of \$9 million, implementing cost-saving measures that drastically reduced expenses whilst aggressively pursuing new income opportunities.
- **Iwi Engagement:** Championed collaboration with indigenous Māori. Collaborated with the DVC Māori and the Ngāi Tahu Research Centre on the implementation of cultural competence as part of the graduate profile.

Deputy Pro Vice-Chancellor - Humanities & Social Sciences & Professor of Law

Massey University | 2015 - 2020

- **Leadership & Strategy:** Line management of PVC's office including the Directors of Learning and Teaching, Academic Programmes and Research, the BA, Associate Dean Māori and Associate Dean Pacific. Drafted and oversaw College digital strategy, key member of the university's council of academic deans, oversaw development of student support structures, member of Provost's impact team. Significant Covid lockdown leadership. Led a team to establish the ground-breaking, multidisciplinary Masters of the Sustainable Development Goals.
- **Research Focus:** Line managed the Director of Research and oversaw a 250+% increase in the success rate and a 130+% income increase in Marsden applications between the four years of 2016-19 and the prior four years.
- **Stakeholder Engagement:** Negotiated and delivered an exclusive agreement with the New Zealand Defence Force (NZDF), providing a 30% discount on fees for personnel and the provision of new university level programmes for the NZDF.

EXPERIENCE CONTU'D

- **Management Oversight:** Deputy head of College - co-management of 600 staff (headcount), three large physical campuses (Auckland, Palmerston North, Wellington), income budget \$120M NZD, more than two dozen academic programmes.
- **Iwi Engagement:** Acting Head Te Pūtahi-a-toi, (School of Māori Knowledge (2016-2017).

Chief-Executive Officer

Sisters of Compassion Charity | 2021 - 2023

- **Leadership & Strategy:** Complete staffing and financial reconfiguration. Oversaw the disestablishment of two of nine boards. Managed the operation and fire-sale of an 88 bed, hospital grade, elder care facility. Led the Board to establish a Co-CE Māori position to co-manage the charity.
- **Stakeholder Engagement:** Co-ordination of complex relationships with Iwi partners, the Catholic Church, service providers in the greater Wellington region, the philanthropic community and key business partners.
- **Financial Oversight:** \$14M NZD annual turnover, 150 staff, \$200M+ capital assets. Led the reconfiguration of financial planning and reporting for the charity.

Governance, Consultancy, & Media

2012 - Continuing

- **Governance:** Contract professor - executive education - EMBA and MBA programs, Massey University, 2025 - continuing. Teaching governance, complex thinking, business law, and global business. EMBA ranked No.1 New Zealand and top-10 globally.
- **Consultant:** With Collective Intelligence Ltd., - specialising in high-performing teams and executive development.
- **Media:** Expert commentator on public policy, governance and high-performing teams. Internationally recognised commentator with more than 1000 television, radio, and newspaper citations, including ABC Australia, The Guardian UK, and the New York Times. Numerous podcasts. Documentary filmmaker with TVNZ.

AWARDS

- **2024:** Invited guest, International Conference on leadership, National Defense University, Islamabad, Pakistan.
- **2023:** Duke of Edinburgh Commonwealth Study Conference, Global Leadership, invited global leader, Canada.
- **2018:** Eisenhower International Fellow - project: The New Global University.
- **2016:** New Zealand Power Lawyers List, Lawfuel.
- **2014:** Community Hero Medal, New Zealander of the Year Awards.
- **2011:** Fulbright Professor Georgetown University.
- **2006:** Canterbury and Plumer Fellow, St Anne's College, University of Oxford.

STAKEHOLDER ENGAGEMENT

- **2025:** Promoter and organiser, New Zealand Premiere of Not only Fred Dagg but also John Clarke documentary - free public event with 12 industry sponsors, and 300 guests, extensive media coverage - Palmerston North, 9 December 2025.
- **2024 - 2025:** Director of Fundraising, Centrepoint Theatre, Palmerston North, Assisting in their capital raise, involving extensive community and business engagement across and beyond the Manawātū region.
- **2022-2023:** Managed sale of St Joseph's Home of Compassion - after eight months of co-management between the Sisters of Compassion, Heritage LifeCare and Te Whatu Ora.
- **2020:** Negotiated exclusive agreement between the New Zealand Defence Force and Massey University. Offering substantial discount on fees and preferred partner on all university level course development for the NZDF .
- **2018-2019:** Appointed to the Sir Peter Blake Trust Dream Team in service of underprivileged schools.
- **2012-2015:** Philanthropic fundraising for UC Law including individual and institutional support in excess of \$200k (from no prior institutional history of philanthropic support).
- **2014:** Largest internship programme at a New Zealand law school with dozens of stakeholders across government, industry, and society. Including the establishment of the flagship USA Congressional Internship with the Right Hon. Mike Moore - then NZ Ambassador to the US, supported by the NZ-US Council and Air New Zealand.
- **2014-2015:** National high school speaking tour - topics included finding your passion, recognising opportunities and the importance of service - resulted in significant recruitment for the University of Canterbury including into the LLB and Bachelor of Criminal Justice degrees.
- **Nationally recognised public intellectual and speaker.** Dozens of keynote invitations to local, national and international events, conferences, and organisations.

BOARD & TRUSTEE MEMBERSHIP

- MlnstD.
- Trustee, Te Manawa Museums Trust Board (CCO), (2025 - present).
- Board Member, Earle Creativity Trust, (2020 - present).
- Trustee, Board Chair - Carnot School Board, (2024 - present).
- Chair, Eisenhower Fellowships New Zealand, (2022 - present).
- New Zealand Centre for Global Studies, Trustee 2012 - 2024, Board Chair 2020 - Dec 2024.
- Trustee of the Canterbury Law Review, (2012-2015).
- Canterbury Community Law Board Member, (2013 - 2015).
- Trustee, New Zealand Public Interest Project, (2015 - 2017).
- Board of Trustees Manchester Street School, Feilding, (2016 - 2019).
- Adviser to the Management Committee of the Creative Sounds Society Inc (The Stomach - Palmerston North), (2016 - 2018).
- Trustee, Kimbolton Sculpture Trust, co-founder, (2017 - 2019).
- Trustee and Chair, Manawatu Writers' Festival, (2017 - 2019).
- College of Law, New Zealand Curriculum Advisory Committee, (2017 - 2021).
- Trustee - Palmerston North Methodist Social Services, (2020-2023).

REFEREES

A broad selection of referees is available on request.

A significant list of publications, guest speaker and public engagement roles is also available on request.

MEMORANDUM

TO: Joint Shareholders Committee - Central Districts Water

MEETING DATE: 13 February 2026

TITLE: Initial Shareholders' Committee Policies

PRESENTED BY: Chris Dyhrberg - Executive Director
Julie Keane - Executive Support

RECOMMENDATION(S) TO JOINT SHAREHOLDERS COMMITTEE - CENTRAL DISTRICTS WATER

- 1. That the Committee adopt the Code of Conduct, Conflict of Interest and Confidentiality Protocols to govern its members.**
-

1. ISSUE

- 1.1** This is the Inaugural meeting of the Shareholders Committee and these documents are being recommended for the Committee to adopt to provide the Committee with the tools to establishing good governance and meeting practices.

2. BACKGROUND

- 2.1** The Shareholding Councils approved at their February Council meetings the nominations to the Shareholders' Committee. The Committee has been established as a Joint Committee under the Local Government Act.
- 2.2** It is proposed that the Shareholders' Committee will be administered by the Palmerston North City Council (PNCC) Governance Team and that the Committee will adopt the PNCC standing orders. It is acknowledged that there may be some inconsistencies between the Policies and the standing orders and/or other relevant documents. The policies make it clear that in the event of any inconsistency which document prevails.
- 2.3** As this is the first meeting of the Shareholders' Committee, these Policies and Protocols have been drafted to give confidence to the Shareholders of the Company, Iwi representatives and the Community that good governance practices are being applied. These are attached to this Memo.

- 2.4 The documents have been designed to enhance effective governance, promote ethical and lawful conduct, ensure high-quality decision making and engagement and to foster mutual trust, respect and accountability.
- 2.5 The documents are based on versions that have been received from the Wairarapa-Tararua Water Services entity (drafted by Bell Gully) and have been adapted for our context. Officers believe they are robust and should adequately cover the Committee’s needs until such time the Committee has the capacity in the work schedule to review them.



3. NEXT STEPS

- 3.1 Adopt the Policies and Protocols and schedule the review of these when capacity is available in the work schedule.

4. COMPLIANCE AND ADMINISTRATION

Does the Committee have delegated authority to decide?	Yes
Are the decisions significant?	No
If they are significant do they affect land or a body of water?	No
Can this decision only be made through a 10 Year Plan?	No
Does this decision require consultation through the Special Consultative procedure?	No
Is there funding in the current Annual Plan for these objectives?	Yes
Are the recommendations inconsistent with any of Council’s policies or plans?	No

ATTACHMENTS

- 1. Shareholders Committee Code of Conduct - 13 February 2026 [↓](#) 
- 2. Shareholders Committee Conflict of Interest Policy - 13 February 2026 [↓](#)
- 3. Shareholders Committee Confidentiality Protocols - 13 February 2026 [↓](#) 

Shareholders' Committee – Code of Conduct

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ISSUE DETAILS	
Effective Date:	13 February 2026
Policy Owner:	Shareholders' Committee Chair
Approved By:	Shareholders' Committee at meeting held on 13 February 2026
Policy Review Date:	Two years after the Effective Date, although it may be reviewed and amended earlier, for example if required by regulatory changes.

Shareholders' Committee Code of Conduct

This code of conduct was implemented on and from 13 February 2026.

1. Purpose and Background

- 1.1 The Shareholders' Committee (the **Committee**) was established to provide governance oversight of Central Districts Water Limited (the **Company**), including its delivery of water, wastewater and stormwater services (the **Water Services**) in the Horowhenua, Palmerston North and Rangitikei districts (the **Service Areas**). This Code of Conduct (**Code**) sets out the standards of behaviour expected of all members and alternates of the Committee.
- 1.2 The Code is designed to enhance effective governance, promote ethical and lawful conduct, ensure high-quality decision-making and engagement, and foster mutual trust, respect and accountability among members, alternates, shareholders of the Company, Iwi representatives, and Company personnel.
- 1.3 This Code aligns with and should be read in conjunction with the Committee Terms of Reference, the Shareholders' Agreement, the Company's Constitution, and any standing orders adopted under the Terms of Reference.
- 1.4 In the event of an inconsistency between this Code and any standing orders adopted under the Terms of reference, the Code will prevail.
- 1.5 In this Code:

- (a) **Iwi** means each of the Iwi/Hapu/Community/Organisations across the three council areas as listed below:

Council	Iwi/Hapu/Community/Organisations
Horowhenua District Council	Muaūpoko
	Rangitāne o Manawatū

Council	Iwi/Hapu/Community/Organisations
	<p>Ngāti Raukawa ki te Tonga</p> <p>Ngāti Turanga</p> <p>Ngāti Rākau</p> <p>Ngāti Te Au</p> <p>Ngāti Takihiku</p> <p>Ngāti Ngārongo</p> <p>Ngāti Whakatere</p> <p>Ngāti Tukorehe</p> <p>Ngāti Pareraukawa</p> <p>Ngāti Huia ki Poroutawhao</p> <p>Ngāti Huia ki Matau</p> <p>Ngāti Kikopiri</p> <p>Ngāti Hikitanga</p> <p>Ngāti Wehi Wehi</p>
<p>Rangitīkei District Council</p>	<p>Ngāti Parewahawaha</p>
	<p>Nga Wairiki Ngāti Apa</p> <p>Ngā Ariki</p> <p>Ngāti Kauae/Tauira</p> <p>Ngā Wairiki ki Uta Kauangaroa</p> <p>Whangaehu</p>
	<p>Ngāti Hinemanu/Ngāti Paki</p>
	<p>Mōkai Pātea</p> <p>Ngāti Hauiti</p> <p>Ngāti Whitikaupeka</p> <p>Ngāti Tamakōpiri</p> <p>Ngāi Te Ohuake</p>
	<p>Ngāti Rangitūhia</p>
	<p>Rātana Community</p>
<p>Palmerston North City Council</p>	<p>Rangitāne o Manawatū</p>

(b) **Secretariat** means the body, person or persons providing logistical and administrative support to the Committee, as made available by the Shareholders or Company from time to time; and

(c) **Shareholders** mean the shareholders of the Company.

2. Scope and Application

- 2.1 This Code applies to:
- (a) All Committee members appointed by Shareholders, both Council representatives and Mana whenua representatives (the **Members**), and their respective alternates (the **Alternates**).
 - (b) The Independent Chair of the Committee.
 - (c) Observers and advisors attending by invitation, to Committee meetings.
 - (d) Any person participating in Committee activities or communications under the authority of the Committee.
- 2.2 Members and Alternates must comply with this Code when:
- (a) Conducting business of the Committee.
 - (b) Acting as representatives of the Committee or the Shareholders and Iwi in Committee matters.
 - (c) Engaging with Company directors or staff in relation to Committee business.
 - (d) Handling information, including confidential information, obtained in their capacity as Members or Alternates.

3. Guiding Principles

Each Member and their Alternate commit to the following principles:

Principle	Description
Integrity	Avoid actions or decisions that improperly benefit oneself, family, or associates and avoid obligations to persons or organisations that could inappropriately influence Committee work.
Objectivity	Act impartially, fairly, and on merit using the best available evidence, without discrimination or bias.
Accountability	Accept responsibility for decisions and actions, acknowledging scrutiny from other Shareholders, Iwi, directors of the Company and the communities served by the Company.
Openness	Conduct affairs transparently and do not withhold information unless there are lawful and clear reasons.

MEMORANDUM

TO: Joint Shareholders Committee - Central Districts Water

MEETING DATE: 13 February 2026

TITLE: Schedule of meetings

PRESENTED BY: Hannah White, Manager Governance, Palmerston North

RECOMMENDATION(S) TO JOINT SHAREHOLDERS COMMITTEE - CENTRAL DISTRICTS WATER

- 1. That the Committee agree the following meetings to be held at Palmerston North City Council Chambers, 32 Te Marae o Hine The Square, Palmerston North:**
 - a. 4pm, Friday 13 March 2026**
 - b. 4pm, Friday 27 March 2026**
 - c. 3pm, Thursday 30 April 2026**
-

1. ISSUE

- 1.1 The Committee should agree a schedule of meetings to be held.
- 1.2 Dates and times proposed are:
 - 4pm, Friday 13 March 2026
 - 4pm, Friday 27 March 2026
 - 3pm, Thursday 30 April 2026
- 1.3 All meetings to be held in Palmerston North City Council Chambers, with facility for remote participation.
- 1.4 All meetings will be open to the public unless otherwise agreed under the Local Government Official Information and Meetings Act 1987 and live streamed on the Palmerston North City Council website.

2. BACKGROUND

- 1.5 The Local Government Official Information and Meetings Act 1987 sets out requirements for the public to be notified of the time and place of meetings held.
- 1.6 The Local Government Act 2002 allows for local authorities to adopt and amend a schedule of meetings.

3. NEXT STEPS

- 1.7 The public will be notified accordingly.
- 1.8 Members will be provided with their meeting papers (agendas) at least two full working days prior to the scheduled meeting.
- 1.9 Any extraordinary meetings will be called if necessary, by direction of the chair. In these instances, notification and agendas will be circulated as soon as practicable.
- 1.10 Members may attend in person or via Teams link should this be required.
- 1.11 Apologies should be sent to the chair and Palmerston North Governance team.
- 1.12 A schedule of future meetings for the 2026 calendar year will be proposed by the chair in March.

4. COMPLIANCE AND ADMINISTRATION

Does the Committee have delegated authority to decide	Yes
Are the decisions significant?	No
If they are significant do they affect land or a body of water?	No
Can this decision only be made through a 10 Year Plan?	No
Does this decision require consultation through the Special Consultative procedure?	No
Is there funding in the current Annual Plan for these objectives?	No
Are the recommendations inconsistent with any of Council’s policies or plans?	No

ATTACHMENTS

Nil

COMMITTEE WORK SCHEDULE

TO: Joint Shareholders Committee - Central Districts Water

MEETING DATE: 13 February 2026

TITLE: Work Schedule

RECOMMENDATION(S) TO JOINT SHAREHOLDERS COMMITTEE - CENTRAL DISTRICTS WATER

- 1. That the Joint Shareholders Committee - Central Districts Water receive its Work Schedule dated 13 February 2026.**
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SUMMARY

- 1.1 The Committee has a programme of work to progress deliver the key requirements of its Terms of Reference and to support to set up the new entity.
- 1.2 Having a clearly defined and understood work schedule will ensure timely progress and help to lay out workload and expectations.
- 1.3 The following table sets out the indicative work schedule to date.
- 1.4 The work schedule will be included in each meeting's agenda to allow members oversight and update of progress.

Meeting Date	Topics
2026	
13 February	<ul style="list-style-type: none"> • Adopt Standing Orders • Election of Shareholders’ Committee Chair and Deputy Chair • Receive update on Board recruitment and agree appointment panel • Receive and agree draft policies • Agree meeting cadence • Receive initial committee work schedule
13 March	<ul style="list-style-type: none"> • Approve Board Appointments
27 March	<ul style="list-style-type: none"> • Discuss and agree the approach to develop the Statement of Expectations • Consider and make recommendations to each Council in relation to LGFA funding and associated guarantees • Discuss and agree draft transfer principles to inform the preparation of individual shareholder transfer agreements
30 April	<ul style="list-style-type: none"> • Confirm Statement of Expectation Framework • Confirm draft transfer principles
May	<ul style="list-style-type: none"> • Receive and review first draft Statement of Expectation • Engage with the Central District Water Board to receive comment on SoE draft
June	<ul style="list-style-type: none"> • Sign off Final Statement of Expectation
July – December	<ul style="list-style-type: none"> • Receive and consider draft Transfer Agreements • Receive and consider draft Transitional or Service Level Agreements • Consider the Significance and Engagement Policy
2027	
January – June	<ul style="list-style-type: none"> • Receive and review the draft Water Services Strategy