

**Shareholders' Committee – Confidentiality
Protocols**

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ISSUE DETAILS	
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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 – Confidentiality Protocols

This policy (the **Policy**) was implemented on and from 13 February 2026.

1. Purpose and status

- 1.1 The Shareholders' Committee (the **Committee**) was established under the Terms of Reference to provide governance oversight of Central Districts Water (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**).
- 1.2 These Confidentiality Protocols (the **Protocols**) set the standards, processes, and responsibilities for the protection, handling, use, and disclosure of information that is provided to the Committee and its Members.
- 1.3 The Protocols are intended to ensure that information provided to, generated by, or discussed within the Committee is handled lawfully and appropriately, to preserve trust and confidence within the Committee, enable robust and candid governance, and protect the legitimate interests of the Company, the Shareholders, Iwi, and the communities served in the Service Areas.
- 1.4 These Protocols are adopted pursuant to, and must be read together with, the Terms of Reference. Where the Terms of Reference, the Shareholders' Agreement or the Company's Constitution prescribe procedural requirements for meetings or information handling, those requirements apply and prevail in the event of inconsistency. These Protocols sit alongside the Committee's Code of Conduct, Conflict of Interest Policy, standing orders, and any other policies or process that may be adopted by the Committee. They do not displace any legal obligations.

2. Scope and application

- 2.1 These Protocols apply to all individuals who receive, access, discuss, use, or handle information in relation to the Company or the Committee (each an **Individual**), including:

- (a) Committee members appointed by Shareholders, both Council representatives and Mana whenua representatives (the **Members**), and their alternates (the **Alternates**), whether acting as observers or exercising full participation and voting rights in accordance with the Terms of Reference;
- (b) The Independent Chair of the Committee;
- (c) observers and advisers attending Committee meetings by invitation, to the extent of their participation;
- (d) secretariat personnel and any external providers supporting the Committee's administration; and
- (e) any person acting under the authority of, or reporting to, the Committee in connection with Committee business.

2.2 By attending Committee meetings, accessing Committee papers, or otherwise engaging with Committee business, each Individual agrees to be bound by these Protocols.

3. **Definitions**

For the purposes of these Protocols:

Confidential Information means any non-public information, in whatever form, that is disclosed to, generated by, or otherwise comes to the knowledge of an Individual through their involvement with the Committee, and is identified as confidential or would reasonably be regarded as confidential, sensitive, or proprietary.

Confidential Information includes:

- (a) Company information (including commercial, financial, operational, strategic, legal, technical, and personnel information, forecasts, valuations, trade secrets, project documents, and Board or management reports);
- (b) information relating to a Shareholder or Iwi (including internal policy positions, mandates, commercial and property matters, strategic planning, and any cultural or tikanga sensitive information shared in confidence);
- (c) drafts, papers, minutes, recordings, presentations, discussions and correspondence prepared for or arising from Committee business or meetings;
- (d) personal information relating to identifiable individuals obtained in Committee contexts; and
- (e) any information subject to legal privilege, contractual confidentiality, or statutory restrictions.

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

Need-to-know basis means access limited to Individuals who require the information to perform their Committee role or to support the Committee in accordance with the Terms of Reference.

Public Information means information that is lawfully in the public domain at the time of disclosure or subsequently enters the public domain other than through a breach of these Protocols.

Secretariat means the body, person or persons providing logistical and administrative support to the Committee as made available by a Shareholder or the Company from time to time.

Shareholders mean the shareholders of the Company.

4. Principles

The Committee adopts the following principles to guide information handling:

- (a) **Lawfulness and compliance:** handle Confidential Information in accordance with applicable law, the Terms of Reference, the Shareholders' Agreement, the Company's Constitution, and these Protocols.
- (b) **Purpose limitation:** use Confidential Information solely for Committee purposes as defined in the Terms of Reference, and not for personal, political, or unrelated organisational advantage.
- (c) **Necessity and proportionality:** disclose or share only what is necessary for the intended Committee purpose on a need-to-know basis.
- (d) **Representative function:** maintain information flow to appointing Shareholders and Iwi to allow the Committee to effectively act as a representative body.
- (e) **Respect, trust, and candour:** maintain an environment where Members, Alternates, Shareholders, Iwi, the Company, and advisers can share information candidly, confident that it will be protected appropriately.
- (f) **Transparency with safeguards:** seek to conduct business openly where practicable, while recognising legitimate reasons for confidentiality including commercial sensitivity, cultural considerations, privacy, legal privilege, and security.

5. Ownership

Information received by the Committee typically remains the property of its originator (e.g., the Company, a Shareholder, Iwi, or an adviser). Nothing in these

Protocols transfers ownership or waives rights in Confidential Information, legal privilege, or intellectual property.

6. Access and need-to-know

- 6.1 Access to Confidential Information will be strictly on a need-to-know basis, as follows:
- (a) **Members and Alternates:** receive papers and information relevant to the business of the Committee. Alternates attending as observers may access papers but must comply with all confidentiality obligations and refrain from onward disclosure or use unless acting in place of the Member.
 - (b) **Observers and advisers:** receive only information necessary for their specific engagement and may be provided with redacted materials as appropriate.
 - (c) **Secretariat:** has access necessary to administer meetings, records, registers and logistics, subject to the same obligations as Members.
- 6.2 Except as expressly permitted in these Protocols, including in clause 7, Confidential Information must not be shared outside the Committee without the prior authorisation of the Chair of the Committee and, where applicable, the originator.

7. Permitted uses and limited disclosures

- 7.1 Confidential Information may be used or disclosed as follows, provided appropriate safeguards are applied:
- (a) **Committee purposes:** to prepare for, participate in, and follow up on Committee meetings and processes in accordance with the Terms of Reference (including governance oversight, performance monitoring, recommendations to Shareholders, and other specified functions).
 - (b) **Internal appointor liaison:** a Member or Alternate may disclose Confidential Information to the governing body and senior management of their appointing organisation on a need-to-know basis, to obtain internal mandate or advice for Committee business or to provide an update to that appointing organisation leadership about the business of the Committee that is consistent with the level and nature of detail that the appointing organisation typically receives from appointees to external bodies, provided that:
 - (i) such governing body and senior management are informed of the confidential status;
 - (ii) onward disclosure within the appointing organisation is limited to those with a genuine need to know and subject to confidentiality obligations substantially equivalent to these Protocols;

- (iii) any conditions imposed by the originator (e.g., restrictions on copying, or cultural protocols) are strictly observed; and
 - (iv) no public disclosure is made without prior authorisation of the Committee.
- (c) **Professional advice:** to external professional advisers (legal, accounting, technical) engaged by a Member or an appointor to support Committee purposes, provided the adviser is bound by confidentiality obligations no less stringent than these Protocols and any applicable legal privileges are preserved.
- (d) **Legal and regulatory requirements:** where required by law, court order, or a competent regulatory authority, provided that the Chair of the Committee and the originator are notified promptly (to the extent lawful) to consider protective steps such as seeking confidentiality orders.
- (e) **Aggregated information:** deidentified and aggregated information may be used to brief constituents of the Shareholder or Iwi, as applicable, about the Committee's activities as it pertains to that Shareholder or Iwi, provided that:
- (i) disclosure does not directly or indirectly disclose Confidential Information or breach imposed conditions; and
 - (ii) either the form of the disclosure is provided to other Committee Members in advance of disclosure with a reasonable opportunity to comment or is consistent with guidelines regarding public statements that may be adopted by the Committee from time to time.

7.2 Except as permitted above or expressly authorised by the Chair of the Committee with the originator's consent, no Confidential Information may be disclosed to third parties, the media, or the public.

8. Handling and security measures

8.1 Individuals must adopt appropriate measures to protect Confidential Information proportionate to its sensitivity:

- (a) **Storage:** store physical documents securely (e.g., locked cabinets) and electronic documents on secure systems with appropriate access controls. Avoid personal or unmanaged devices unless they are protected by strong passwords, encryption, and updated security software.
- (b) **Copies and extracts:** Copies, extracts or notes must be treated with the same level of protection as the source material.

- (c) **Meetings:** ensure that discussions cannot be overheard by unauthorised persons and exercise care in public or shared spaces and during virtual meetings.
- (d) **Disposal:** securely destroy or return Confidential Information when it is no longer required for Committee purposes or upon request by the Chair of the Committee.
- (e) **Loss or compromise:** immediately notify the Chair of the Committee and Secretariat of any suspected loss, theft, unauthorised access, or inadvertent disclosure, and cooperate with any remedial steps the Chair of the Committee and Secretariat may implement.

9. Minutes, records, and meeting materials

- 9.1 Committee meeting agenda and papers are Confidential unless explicitly marked otherwise. The Secretariat will manage distribution lists consistent with the need-to-know principle and maintain version control where practicable.
- 9.2 Committee meeting minutes will record decisions and key discussion points without unnecessarily disclosing sensitive details. Where appropriate, minutes may record that a confidential paper was considered, with detailed content stored separately.
- 9.3 Committee attachments and appendices retain their classification status. Redacted versions may be prepared for wider circulation where necessary.
- 9.4 Audio/visual recordings of Committee matters, if used, will be securely stored with restricted access. Personal recording devices may not be used without the Chair of the Committee's express permission.

10. Conflicts of interest intersection

Where a conflict of interest is declared under the Committee's Conflict of Interest Policy, the Chair of the Committee may restrict access to Confidential Information for conflicted individuals to the extent necessary to manage the conflict. Such restrictions will be recorded in a register of interests and reflected in the distribution of papers and participation directions for relevant items.

11. Privileged material

- 11.1 Legal advice to the Committee or to appointors provided to inform Committee business may be protected by legal professional privilege. Individuals must take all reasonable steps to preserve privilege, including:
 - (a) marking documents "Confidential – Legal (Privileged)";
 - (b) limiting circulation strictly to those who need to know;

- (c) avoiding unnecessary recording of privileged advice in general minutes; and
- (d) seeking legal guidance before any disclosure outside the Committee.

12. Media and public statements

Unless specifically authorised by a Committee resolution or the Chair of the Committee, no Individual may make public statements or respond to media inquiries about Confidential Information or matters under active consideration by the Committee. Where an official position exists, the Chair of the Committee is the first point of contact for any public or media communication. Personal views must not include or imply disclosure of Confidential Information and must not misrepresent the Committee's position.

13. Requests for information and official processes

- 13.1 If an Individual receives a request for information relating to Committee business (including but not limited to requests from the public, media or regulators):
- (a) The Individual must promptly notify the Chair of the Committee and Secretariat and must not respond substantively without direction.
 - (b) The Chair of the Committee will coordinate the response, including consultation with the originator and, where applicable, consideration of legal frameworks and any applicable statutory regimes.
 - (c) Where a Shareholder or Iwi has its own official information processes, including to respond to requests made under the Local Government Official Information and Meetings Act 1987, any internal handling must still respect the confidentiality and conditions associated with the material.

14. Breach, investigation, and remedies

- 14.1 Suspected or actual breaches of these Protocols must be reported promptly to the Chair of the Committee and Secretariat. Where appropriate, the originator will be informed.
- 14.2 The Chair of the Committee will assess alleged breaches and may seek independent advice. Where necessary, a formal process under paragraph 12 the Committee's Code of Conduct will be initiated.
- 14.3 The Chair of the Committee may direct interim measures to limit further disclosure or harm, including retrieval of documents, suspension of access, or other pragmatic steps. Depending on seriousness and intent, outcomes may include guidance, training, written undertakings, formal censure, removal from specific responsibilities, restrictions on participation or access for defined periods, or recommendation to the relevant appointor to replace the Member or Alternate.

- 14.4 Where a breach may involve unlawful conduct, the matter may be referred to relevant authorities or the courts. Nothing in these Protocols prevents an originator from pursuing remedies for breach of confidence.

15. Duration of obligations

Confidentiality obligations under these Protocols commence when a person first receives or accesses Confidential Information and continue indefinitely, including after the Individual ceases to be a Member, Alternate, observer, adviser, or Secretariat personnel, unless and until the information lawfully enters the public domain other than through a breach.

16. Variations, waivers, and consents

These Protocols may be amended by the Committee in accordance with the decision making procedures in the Terms of Reference.

17. Interaction with other instruments

- 17.1 These Protocols operate alongside and in support of:

- (a) the Terms of Reference;
- (b) the Committee's Code of Conduct;
- (c) the Committee's Conflict of Interest Policy; and
- (d) any Standing Orders issued by the Committee

- 17.2 In the event of inconsistency, the Terms of Reference and any applicable provisions of the Company's Constitution prevail.