



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.**

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.

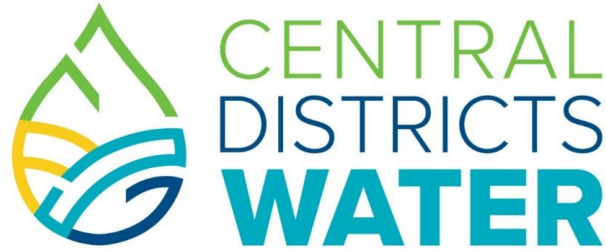
Water Services has the meaning given to it in section 4 of the LG(WS) Act, which will be the water services transferred to the Company in accordance with the Transfer Agreement between the Company and each Shareholder and otherwise provided by the Company in its Service Area.

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:

- (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

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4. MEMBERSHIP

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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

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- (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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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.

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 Manawatu 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

- MInstD.
- 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
	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

(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.

Honesty	Be truthful and not misleading.
Equitable Contribution	Undertake duties diligently, including preparation for and participation in Committee meetings, workshops, and required processes.
Stewardship	Exercise prudent oversight of the Company, mindful of long-term impacts on communities and water infrastructure.
Leadership	Model the guiding principles set out in this table and challenge poor behaviour where appropriate.

4. Te Tiriti o Waitangi

The Committee acknowledges and respects the significance of the principles of Te Tiriti o Waitangi. Members and Alternates will:

- (a) Uphold partnership by fostering strong and enduring relationships with Iwi representatives.
- (b) Respect tino rangatiratanga, recognising Māori self-determination and mana motuhake.
- (c) Commit to equity in outcomes for communities and actively protect the wellbeing of iwi, hapū and whānau within the Service Areas.
- (d) Support options that provide culturally appropriate service design and delivery and ensure te ao Māori perspectives are meaningfully considered in governance oversight.

5. Roles, Relationships and Behaviours

Members agree to the following standards of conduct:

5.1 Relationships within the Committee

Members will:

- (a) Engage openly, honestly, and courteously.
- (b) Avoid aggressive, bullying, offensive or disrespectful language or conduct.
- (c) Respect meeting procedures and avoid abuse of process or tactics that undermine effective governance.

5.2 Relationships with the Company and Staff

Members will:

- (a) Respect the distinct roles of governance (Shareholders, Committee, Company Board) and management (Company staff).
- (b) Avoid compromising, or appearing to compromise, the impartiality or professional integrity of Company personnel.
- (c) Raise any concerns about staff conduct or performance through appropriate channels rather than publicly criticising individuals.
- (d) Observe any protocols adopted for contact between Members and Company staff.

5.3 Relationship with the Community and Stakeholders

Members will:

- (a) Interact with stakeholders fairly, respectfully and honestly.
- (b) Listen and respond openly to community concerns within the remit of the Committee.
- (c) Uphold the reputation of the Committee and the Shareholders or Iwi it represents.

5.4 Respect, Bullying, Harassment, and Discrimination

- (a) Members will treat all people fairly and will not bully, harass, or unlawfully discriminate:
 - (i) **Bullying** includes repeated unreasonable behaviour that undermines or injures others.
 - (ii) **Harassment** includes conduct that causes distress or fear on multiple occasions.
 - (iii) **Discrimination** includes less favourable treatment based on protected characteristics under applicable law.
- (b) Members must ensure the Committee is a safe and inclusive environment for all participants.

6. Conflicts of Interest

Members and Alternates are required to familiarise themselves and comply with the **Conflict of Interest Policy**).

7. Information Handling and Confidentiality

Members and Alternates must handle all information, including Confidential Information, in strict accordance with the Committee's **Confidentiality Protocols**.

8. Ethical Behaviour and Use of Position

Members and Alternates will:

- (a) Act honestly and with integrity and avoid bringing the Committee, Shareholders or Iwi into disrepute.
- (b) Not use their position to improperly advantage themselves or others or disadvantage any person.
- (c) Claim only legitimate expenses in accordance with any Committee agreed remuneration parameters.
- (d) Comply with sensitive expenditure and gifts/benefits protocols, disclose accepted gifts/benefits in accordance with appointor policies and register requirements.
- (e) Use Committee resources solely for Committee duties and not for personal purposes.
- (f) Observe applicable legislation, including the Protected Disclosures (Protection of Whistleblowers) Act 2022, the Serious Fraud Office Act 1990, and the Harmful Digital Communications Act 2015.

9. Communication and Media

Members and Alternates are free to express personal views at any time, provided:

- (a) they do not purport to speak on behalf of the Committee unless expressly authorised by resolution of the Committee or the Chair of the Committee; and
- (b) comments are consistent with this Code, do not disclose confidential information, and do not misrepresent the views of the Committee or other Members.

10. Meeting Conduct and Decision-Making

10.1 Standing Orders and Procedures

The Committee may adopt standing orders, consistent with the Terms of Reference and the Company's Constitution, governing the operation of meetings, including speaking rights, order, and decorum. Members must adhere to standing orders and this Code during meetings.

10.2 **Decision-Making and Voting**

- (a) The Committee will strive for consensus. Where consensus is not possible, decisions will be made in accordance with the Terms of Reference.
- (b) Alternates may attend Committee meetings as an observer without rights of participation or voting at all meetings of the Committee. In the event that the primary Committee Member is unable to attend any meeting of the Committee, the Alternate may attend that meeting with full rights of participation and may exercise the vote of its primary Committee Member.

10.3 **Quorum**

Quorum requirements are as set out in the Terms of Reference.

11. **Remuneration and Expenses**

- (a) Remuneration and expenses of Members are the responsibility of each appointor.
- (b) The Committee may agree parameters to ensure consistency of any remuneration paid to representatives, in accordance with the Terms of Reference.

12. **Alleged Breaches of the Code**

- 12.1 The Committee adopts an independent, impartial, proportionate, and privacy-respecting process for investigating alleged breaches, prioritising resolution at the lowest level practicable, and enabling access to advice and support.
- 12.2 The Code is self-regulatory. Complaints may be made by Committee Members to the Chair of the Committee where conduct relates to the breach of the Code.
- 12.3 The Chair will support any person who submits any complaint in good faith and in the event of a report of 'serious wrongdoing' (as that term is defined in the Protected Disclosures (Protection of Whistleblowers) Act 2022), the Chair will adhere to the process set out in the Protected Disclosures (Protection of Whistleblowers) Act 2022.
- 12.4 The Chair takes any breach of this Code seriously and will promptly investigate any alleged breach and take appropriate action regarding any actual breach.

13. Adoption, Review and Amendment

- (a) This Code takes effect upon adoption by the Committee. It remains in force until amended or replaced by the Committee.
- (b) The Committee should review this Code as soon as practicable after the beginning of each triennium or upon material changes to the Terms of Reference, Company Constitution, or relevant legislation, to ensure continued alignment with governance objectives and best practice.

14. Members' and Alternates' Commitments

By adopting this Code, Members and Alternates agree that they will:

- (a) Treat all people fairly and with respect.
- (b) Uphold Te Tiriti principles in Committee conduct.
- (c) Undertake equitably the duties and workload expected of Members.
- (d) Not bully, harass, or unlawfully discriminate against any person.
- (e) Not bring the Committee, the Shareholders, Iwi or the Company into disrepute.
- (f) Not use their position for improper personal or others' advantage or to unfairly disadvantage any person.
- (g) Not compromise the impartiality of anyone working for or on behalf of the Company.
- (h) Maintain confidentiality as required and handle information lawfully and responsibly.

Shareholders' Committee – Conflict of Interest Policy

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ISSUE DETAILS	
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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 Conflict of Interest Policy

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

1. Purpose

- 1.1 This Policy sets out the framework for identifying, disclosing, and managing conflicts of interest affecting the Shareholders' Committee (the **Committee**) established under the Terms of Reference 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 District.
- 1.2 The purpose of this Policy is to:
 - (a) outline a framework to identify, disclose and manage conflicts of interest;
 - (b) establish the Committee's obligations and expectations in relation to conflicts of interest; and
 - (c) foster public confidence in the integrity, impartiality and fairness of decision making by the Committee by promoting a culture where conflicts of interest are properly identified, disclosed and managed in a fair, transparent, accountable and impartial manner.
- 1.3 This Policy deals with situations in which all members (**Members**) and alternates (**Alternates**) of the Committee, and other individuals covered by this Policy, may have an actual, perceived or potential conflict of interest between their role with the Committee and their personal interests.
- 1.4 This Policy aligns with and should be read in conjunction with the Committee's Terms of Reference, the Company's Constitution, and any standing orders, confidentiality protocols, or code of conduct adopted by the Committee.
- 1.5 In the event of an inconsistency between this Policy and any standing orders adopted under the Terms of reference, the Code will prevail.

2. Scope

- 2.1 This Policy applies to the following individuals participating in Shareholders Committee business (referred to as **Individuals**):
- (a) Members appointed by the Shareholders, both Council representatives and Mana whenua representatives (the **Members**), and their respective alternates (the **Alternates**).
 - (b) The Independent Chair of the Committee.
 - (c) Any individual acting under the authority of, or reporting to, the Committee in connection with Committee business (including when engaging with the Company).

3. Principles & Values

- 3.1 This Policy is based on the following principles:
- (a) integrity;
 - (b) honesty;
 - (c) transparency;
 - (d) openness;
 - (e) independence;
 - (f) good faith; and
 - (g) service to customers and the public.
- 3.2 This Policy provides guidance to deal with conflicts of interest as they arise but is not exhaustive. It is not wrong or unethical to have a conflict of interest, it is however important that it is appropriately disclosed and managed.
- 3.3 The Committee is committed to ensuring that its public decision making and actions are procedurally fair and free from bias or predetermined outcomes.

4. Definitions and description

- 4.1 A conflict of interest arises when the personal interest of a covered Individual conflicts with, or could reasonably be perceived to conflict with, their responsibilities in relation to Committee business.

- 4.2 Personal interests may be pecuniary or non-pecuniary.
- (a) **Pecuniary:** a pecuniary interest refers to an actual or potential financial gain or loss for the Individual, their appointing Shareholder, their Iwi, or to family members or close associates.
 - (b) **Non-pecuniary:** a non-pecuniary interest refers to an interest that is not financial or monetary but arises from such things as personal or professional relationships, beliefs or involvement in social, cultural, religious or sporting activities.
- 4.3 A conflict of interest may be actual, perceived or potential.
- (a) **Actual:** a direct conflict exists now.
 - (b) **Perceived:** a perceived conflict of interest occurs when a reasonable person, knowing the facts, would consider that a conflict of interest may exist, whether or not this is the case. A perceived conflict is just as important as an actual conflict.
 - (c) **Potential:** a personal interest could foreseeably conflict with the Committee's responsibilities in the future.
- 4.4 A conflict of interest extends to an Individual's appointing Shareholder, their Iwi and family members and close associates.
- (a) Family member: spouse/partner, parents, siblings and children.
 - (b) Close associates: questions of judgement and degree arise when considering friends and other associates. Simply being acquainted with someone, or having worked with them, or having had official dealings with them, will not usually create any problem. However, a longstanding, close, or very recent association or dealing might. The key test is to consider how a reasonably informed third party would view the situation.
- 4.5 In this Policy, **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.

5. Roles and Responsibilities

- 5.1 Individuals must be alert to possible situations where they have or could be perceived to have an opportunity to gain or benefit.
- 5.2 The Secretariat will be the key point of contact that is responsible for:
- (a) maintaining the Interests Register;

- (b) ensuring Individuals have completed the Interests Register;
- (c) review the mitigating actions;
- (d) training and support; and
- (e) handling breaches and complaints.

- 5.3 **Members and Alternates:** Remain alert to actual, perceived, or potential conflicts and disclose promptly. Must comply with mitigation measures, update disclosures as circumstances change, complete annual declarations and meeting-by-meeting confirmations.
- 5.4 **Invited observers/advisers:** Disclose any relevant conflicts and comply with any participation limits set by the Chair.
- 5.5 **Appointors:** Support representatives to comply with this Policy and to disclose relevant appointor-level interests when they are or may be relevant to Committee matters.

6. **Additional Information – Guidelines**

- 6.1 A conflict of interest may affect an Individual's judgement as to what is in the public interest or may lead to a bias in their decision making. It is not always possible to avoid a conflict of interest. It is important that any actual, perceived or potential conflict of interest is identified, disclosed and effectively managed (including avoided if possible).
- 6.2 Identifying a conflict of interest:
- (a) A conflict can arise in a number of situations and is often not clear. If an Individual is unsure whether a situation gives rise to a conflict, they should seek advice from the Chair of the Committee or the Secretariat. If the Individual is unsure as to the existence of a conflict, it is better to err on the side of openness when deciding and to declare the interest anyway.
 - (b) Written disclosure of a conflict of interest should be made at the earliest possible opportunity after the conflict arises and must be made within seven days. Conflicts of interest should be recorded in the Committee's Interests Register maintained by the Secretariat.

7. **Disclosing a Conflict of Interest**

- 7.1 Conflicts of interest can arise at any time. Individuals need to remain ever alert to this possibility. In the event a conflict is identified, Individuals are required to disclose a conflict to the Chair of the Committee and the Secretariat immediately.

This enables the Chair of the Committee to ensure appropriate mitigating actions are in place at the earliest possible stage.

- 7.2 Individuals are to notify and obtain authority of the Chair of the Committee before proceeding with the proposed activity.
- 7.3 Conflict of interest will be a standing agenda item on the agenda for meetings of the Committee allowing for further opportunity for disclosure.

8. Managing a Conflict of Interest

- 8.1 Once an actual, potential or perceived conflict of interest has been identified and declared, the Chair of the Committee will work with the Individual to determine whether a conflict exists, the significance of the conflict, if it can be managed and/or what mitigating action should be applied. Such decisions will usually be made following discussion with the Individual.
- 8.2 Assessment of any conflict will consider a number of factors such as:
 - (a) the nature and extent of the interest;
 - (b) identification of affected persons;
 - (c) the significance of the decision or activity being carried out by the Committee;
 - (d) the involvement of the Individual in the activity or decision;
 - (e) public perception; and
 - (f) likely outcomes arising from the conflict of interest.
- 8.3 In general, there are five main actions that may be taken:
 - (a) **Remove:** Remove the Individual from all involvement with the conflict. In severe cases, the Individual may need to be removed from their role with the Committee if the conflict cannot otherwise be managed.
 - (b) **Restrict:** Restrict an Individual's involvement to certain tasks or responsibilities.
 - (c) **Relinquish:** Relinquish the private interest that is creating the conflict.
 - (d) **Review:** Review or oversight of the task is completed by third party.
 - (e) **Retain:** Retain the conflict (i.e. simply being aware the conflict exists but no action required) by recording in the Interests Register and revisiting the conflict if necessary.

- 8.4 Some situations will need to be the subject of discretionary judgements as and when they arise. Conflicts of interest sometimes cannot be avoided, and can arise without anyone being at fault, but they need to be managed carefully. When a conflict arises, an Individual should contact the Chair of the Committee immediately to discuss further action.
- 8.5 When exercising judgement, the Committee needs to consider the significance of the conflict (likelihood and consequence of the conflict occurring) and the range of mitigating options available.
- 8.6 One or more of the above actions may be implemented at the Committee's sole discretion, and this will depend on the nature and seriousness of the conflict. If the Committee determines that there is a conflict, and identifies action to manage that conflict, it is expected that the Individual will take all reasonable steps to comply and work with Committee to manage the conflict. Any failure to comply by the Individual may be treated as a breach of this Policy.

9. Interests Register

- 9.1 If an Individual believes that they have a conflict of interest or wishes to make a general disclosure, they should discuss the matter with the Chair of the Committee and the Secretariat.
- 9.2 The interest or declaration will be added to the Committee's Interests Register, which is a confidential register maintained by the Secretariat and used to assist determinants for mitigating conflict of interest risks.
- 9.3 Individuals are reminded that a conflict of interest relates to Individuals as well as their family members and close associates.

Date of Entry	Conflict	Nature of conflict	Type of conflict	Mitigation

10. Examples of Conflicts of Interest

- 10.1 The following list is illustrative only and is not exhaustive, it may be amended at any time. Conflicts can arise from:
- (a) An Individual's financial or business affairs.
 - (b) An appointing Shareholder's or Individuals' Iwi's financial or business affairs.
 - (c) A relationship (family or otherwise).

- (d) An opinion or view held by the Individual.

10.2 The following provides some examples of common conflicts of interest:

- (a) Being actively involved in external interest groups that have an interest in water services. This includes political, economic or environmental interest or lobby groups.
- (b) Expressing strong or biased personal opinions in the media about activities affecting water services.
- (c) Selecting a supplier in which an Individual, an appointing Shareholder or Individuals' Iwi has a direct or beneficial ownership interest.
- (d) Owning shares in, assisting with governance of or working for an organisation that has or may have dealings with the Company.
- (e) Conducting business on behalf of the Company with an affiliate's company.

11. **Restricted and Prohibited Activities**

The following outlines some activities which the Committee has identified as being prohibited. A second category of restricted activities is also identified. These activities require discussion with the Secretariat and may be permitted on a case by case basis. This is not an exhaustive list.

12. **Prohibited Activities**

Individuals of the Committee cannot influence or be involved in:

- (a) Accepting any gift of cash or cash equivalents of any value in relation to the performance of their duties. Any offer of such a gift must be reported immediately to the Chair of the Committee.
- (b) A decision to conduct business with an appointing Shareholder or Individuals' Iwi or a close associate or family member.
- (c) Awarding grants or contracts to applicants with whom they have a personal association.
- (d) Any decision where they have a personal or external business association with an interested party.
- (e) Investigating a complaint where the Individual has a personal or external business association with the complainant or the person or entity complained about.

- (f) Directing Shareholder resources to influence an external entity's development where they, their close associates or family members, are directors or shareholders of that entity.

13. Restricted Activities - Notification

- 13.1 Individuals must notify the Chair of the Committee if the Individual:
- (a) Has an interest in or works for organisations that deal directly with the Company or have a significant influence on the Company's activities.
 - (b) Makes public submissions to the Company or a local authority in a private capacity. Submitter names are generally publicised. This may give rise to a conflict of interest depending on:
 - (i) the functional position held by the submitter;
 - (ii) the nature of the submission; and
 - (iii) the submitter's involvement in making decisions in respect of the content of their submission.
- 13.2 It is requested that Individuals notify the Chair of the Committee if they or their appointing Shareholder or their Iwi intend to make submissions to the Company, or to a local authority relating to water services. This allows proactive management of perceived or actual conflicts of interest.
- 13.3 Individuals should also use their judgement to determine whether they need to disclose submissions made to other organisations (for example, to central government) and whether to notify the Chair of the Committee of any involvement in lobby groups or other political activity.

14. Adoption, Review and Amendment

- 14.1 This Policy takes effect upon adoption by the Committee. It remains in force until amended or replaced by the Committee.
- 14.2 The Committee should review this Code as soon as practicable after the beginning of each triennium or upon material changes to the Terms of Reference, Company Constitution, or relevant legislation, to ensure continued alignment with governance objectives and best practice.

**Shareholders' Committee – Confidentiality
Protocols**

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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 Whitikaupēka 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.

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.**
-

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