

PALMERSTON NORTH CITY COUNCIL

Minutes of the Joint Shareholders Committee - Central Districts Water Meeting Part I Public, held in the Council Chamber, First Floor, , Civic Administration Building,, 32 The Square, Palmerston North on 13 February 2026, commencing at 4.02pm

Members The Mayor Grant Smith, Mayor Bernie Wanden, Mayor Andy Watson, Deputy Mayor Dave Wilson, Councillors Sam Jennings and Kaydee Zabelin, Ms Danielle Harris, Mr Hayden Turoa and Ms Marj Heeney.

Present: Mr Chris Dyhrberg acting in the chair.

Karakia Timatanga

Mr Hayden Turoa opened the meeting with karakia.

1-26

Use of Standing Orders

Memorandum, presented by Hannah White, Manager Governance, Palmerston North.

Moved Grant Smith, seconded Mayor Andy Watson.

The COMMITTEE RESOLVED

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.

Clause 1-26 above was carried 9 votes to 0, the voting being as follows:

For:

The Mayor (Grant Smith), Mayor Bernie Wanden, Mayor Andy Watson, Deputy Mayor Dave Wilson, Councillors Sam Jennings and Kaydee Zabelin, Ms Danielle Harris, Mr Hayden Turoa and Ms Marj Heeney.

2-26

Appointment of Shareholder Committee Chair and Deputy Chair

Memorandum, presented by Chris Dyhrberg - Executive Director Julie Keane - Executive Support.

Moved Mayor Grant Smith, seconded Mayor Bernie Wanden.

The COMMITTEE RESOLVED

That the Committee:

1. Approve the appointment of Chris Gallavin as the Independent Chair.

JOINT SHAREHOLDERS COMMITTEE - CENTRAL DISTRICTS WATER - PART I -
13 FEBRUARY 2026

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.

Clause 2-26 above was carried 9 votes to 0, the voting being as follows:

For:

The Mayor (Grant Smith), Mayor Bernie Wanden, Mayor Andy Watson, Deputy Mayor Dave Wilson, Councillors Sam Jennings and Kaydee Zabelin, Ms Danielle Harris, Mr Hayden Turoa and Ms Marj Heeney.

Mr Chris Gallavin took the chair, followed by introductory comments and self-introductions.

Moved Grant Smith, seconded Mayor Bernie Wanden.

The COMMITTEE RESOLVED

5. Approve the appointment of Mayor Andy Watson as Deputy Chair.

Clause 2-26 above was carried 8 votes to 0, the voting being as follows:

For:

The Mayor (Grant Smith), Mayor Bernie Wanden, Deputy Mayor Dave Wilson, Councillors Sam Jennings and Kaydee Zabelin, Ms Danielle Harris, Mr Hayden Turoa and Ms Marj Heeney.

Note:

Mayor Andy Watson declared a conflict, removed himself from the room and took no further part in debate or voting.

3-26

Initial Shareholders' Committee Policies

Memorandum, presented by Chris Dyhrberg - Executive Director
Julie Keane - Executive Support.

Moved Ms Danielle Harris, seconded Mayor Andy Watson.

The COMMITTEE RECOMMENDS

2. That the Committee recommend to the respective shareholder councils that the Shareholder Agreement Terms of Reference for the Committee are amended:

JOINT SHAREHOLDERS COMMITTEE - CENTRAL DISTRICTS WATER - PART I -
13 FEBRUARY 2026

- a. Clause 2 – add (t) Engaging with the Company on behalf of the Shareholders' Committee in relation to how the Company shall engage with mana whenua to give effect to te Tiriti o Waitangi and its principles and establish and implements its Te Ao Māori framework
- b. Clause 6 – adjust 6(a) Quorum to remain at 5 members, but now require a member from each of the shareholder councils and Ngā Tapuwae o Hau

Clause 3-26 above was carried 9 votes to 0, the voting being as follows:

For:

The Mayor (Grant Smith), Mayor Bernie Wanden, Mayor Andy Watson, Deputy Mayor Dave Wilson, Councillors Sam Jennings and Kaydee Zabelin, Ms Danielle Harris, Mr Hayden Turoa and Ms Marj Heeney.

Moved Chris Gallavin, seconded Grant Smith.

The COMMITTEE RESOLVED

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

Clause 3-26 above was carried 9 votes to 0, the voting being as follows:

For:

The Mayor (Grant Smith), Mayor Bernie Wanden, Mayor Andy Watson, Deputy Mayor Dave Wilson, Councillors Sam Jennings and Kaydee Zabelin, Ms Danielle Harris, Mr Hayden Turoa and Ms Marj Heeney.

4-26

Schedule of meetings

Memorandum, presented by Hannah White, Manager Governance, Palmerston North.

Moved Chris Gallavin, seconded Councillor Sam Jennings.

The COMMITTEE RESOLVED

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

JOINT SHAREHOLDERS COMMITTEE - CENTRAL DISTRICTS WATER - PART I -
13 FEBRUARY 2026

Clause 4-26 above was carried 9 votes to 0, the voting being as follows:

For:

The Mayor (Grant Smith), Mayor Bernie Wanden, Mayor Andy Watson, Deputy Mayor Dave Wilson, Councillors Sam Jennings and Kaydee Zabelin, Ms Danielle Harris, Mr Hayden Turoa and Ms Marj Heeney.

Work Schedule

Note: That the Joint Shareholders Committee - Central Districts Water receive its Work Schedule dated 13 February 2026, was received for information without a vote.

EXCLUSION OF PUBLIC

5-26 Recommendation to Exclude Public

Moved Chris Gallavin, seconded Grant Smith.

The COMMITTEE RESOLVED

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.	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

JOINT SHAREHOLDERS COMMITTEE - CENTRAL DISTRICTS WATER - PART I -
13 FEBRUARY 2026

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.

Sarah Naude and Matt Stanley of Propero Consulting, because of their knowledge and ability to assist the meeting in speaking to their report/s 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.

Clause 5-26 above was carried 9 votes to 0, the voting being as follows:

For:

The Mayor (Grant Smith), Mayor Bernie Wanden, Mayor Andy Watson, Deputy Mayor Dave Wilson, Councillors Sam Jennings and Kaydee Zabelin, Ms Danielle Harris, Mr Hayden Turoa and Ms Marj Heeney.

The public part of the meeting finished at 5.15pm.

Confirmed 13 March 2026.

Chairperson