

Terms of Reference

Tāheke – Bay Waters Joint Committee

Membership:

Independent Chair	None
Chair (if no Independent Chair)	TCC Chair: Cr Marten Rozeboom (19 June 2026 – 30 November 2027) <i>If no Independent Chair is appointed, then the Chair will be appointed by the Committee being a member of TCC or member of WBOPDC on a rotational basis. Frequency of the rotation to be approved by the Committee.</i>
Deputy Chairs	WBOPDC Deputy Chair: Mayor James Denyer (19 June 2026 – 30 November 2027) <i>Where an Independent Chair is appointed, then the Deputy Chair will be appointed by the Committee being a member of TCC or member of WBOPDC on a rotational basis. Frequency of the rotation to be approved by the Committee.</i> <i>Where the Chair is a TCC or WBOPDC member, then the Deputy Chair will be a member of the other Council, with the rotation on the same cycle as the Chair.</i>
Members	Total of 9 members: 3 TCC representatives (must be appointed via TCC Council resolution and must be elected members of TCC) - Cr Marten Rozeboom - Cr Kevin Schuler - Cr Glen Crowther - Cr Rick Curach (alternate) - Cr Steve Morris (alternate) - Cr Hautapu Baker (alternate) 3 WBOPDC representatives (must be appointed via WBOPDC Council resolution and must be elected members of WBOPDC) - Mayor James Denyer - Deputy Mayor Margaret Murray Bengé - Cr Graeme Elvin - Cr Rodney Joyce (alternate) - Cr Tracey Coxhead (alternate) - Cr Darlene Dinsdale (alternate) 3 Tangata Whenua (TW) representatives (nominated by TW and appointed by TCC by Council resolution acting as administrative agent for the partnership.) - Mr Hākopa Tapiata

	- o Hon Kiritapu Allan - o Ms Kylie Smallman - o <i>Mr Shadrach Rolleston (alternate)</i> - o <i>Ms Rohario Murray (alternate)</i> - o <i>Ms Roana Bennett (alternate)</i> Each appointing or nominating party has the ability to appoint or nominate up to three alternates. An alternate may attend and participate in place of an appointed member only when that appointed member is absent. At no time may the number of representatives acting for an appointing or nominating party exceed the number of appointed members
Quorum	A minimum of two persons each from TCC, WBOP, and TW
Meeting frequency	Bi-monthly or as otherwise determined by the Committee or the Councils.

Role:

- The purpose of this Committee is to provide recommendations to the TCC & WBOPDC (“**Councils**”) to assist their decision-making as shareholders in **Tāheke – Bay Waters** (“**WO**”). The Committee will provide recommendations regarding the subject matter set out below under the sub-heading “Scope” (or other matters that may be directed by the Councils from time to time).
- The TW representatives on the Committee are to represent the Iwi and Hapū whose rohe falls within the local government areas of TCC and WBOPDC.

Scope:

- Statement of Expectations (“**SOE**”). Responsibilities to include:
 - o Review draft SOE prepared by staff.
 - o Provide feedback and comments on draft documents to staff and require amendments to achieve a version of the SOE that the Joint Committee is content to endorse to the Councils.
 - o Present SOE to both Councils for consideration and approval.
- WO’s Water Services Strategy (“**WSS**”). Responsibilities to include:
 - o Review draft WSS provided by WO.
 - o Prepare proposed comments on the WSS for the Councils to raise with the WO.
 - o Present the proposed comments to Councils for consideration and approval.
- Any WO policies that require shareholder input (such as significance and engagement policy or director appointment policy). Responsibilities to include:
 - o Review draft policies prepared by WO (or prepared by Council staff if relevant).
 - o Provide feedback and comments on draft documents to WO / to staff and require amendments to achieve a version of the relevant policy that the Joint Committee is content to endorse to the Councils.
 - o Present policies to Council(s) for consideration and approval.

- Service Level Agreements between the WO and the relevant Council. Responsibilities to include:
 - o Provide high-level oversight of the performance of obligations agreed under SLAs between the WO and either Council.
 - o Receive reports from the WO and Council Chief Executives as to whether the SLA's are within the approved budgets.
 - o Receive reports from the WO and Council Chief Executives how transition off SLA's is proposed to be managed over time.
- Significant contracts (sections 23 and 24 of the Local Government (Water Services) Act 2025 (**"Act"**)). Responsibilities to include:
 - o Review WO's proposal for a significant contract, and WO's assessment of options.
 - o Form a recommendation for the Councils to consider, and present to Councils.
- Appointment of Board of Directors. Responsibilities to include:
 - o Review candidates against Director Skills Matrix and any policies of the respective Councils.
 - o Form a view on proposed Director appointment roles that the Joint Committee is content to endorse to the Councils.
 - o Consideration of succession planning, rotation and future skill requirements.
 - o Oversee Board performance review.
 - o Present recommendations to both Councils for consideration and approval.
- Director remuneration. Responsibilities to include:
 - o Review remuneration policies.
 - o Review market data benchmarking information.
 - o Prepare recommendations and present to both Councils for consideration and approval.
- Director Skills Matrix. Responsibilities to include:
 - o Review Director Skills Matrix periodically to align term of appointment to Board.
 - o As the Joint Committee sees fit, prepare amendments of the Matrix and present to both Councils for consideration and approval
- Annual review of the WO in accordance with s 250 of the Act. Responsibilities to include:
 - o Prepare a written annual assessment with the Joint Committee's perspective on the performance of the WO including the WO's performance in giving effect to the SOE and WSS.
 - o Present annual report to both Councils for consideration and approval
- WO's Water services annual report. Responsibilities to include:
 - o Review WO's annual report
 - o Prepare comments on the WO's annual report.
 - o Provide comments to Councils for consideration and approval.
- WO's half-yearly water services report under s 248 of the Act. Responsibilities to include:
 - o Review WO's half-yearly report.
 - o Prepare comments on the report
 - o Provide comments to Councils for consideration and approval.

- WO's annual budget. Responsibilities to include:
 - o Review WO's draft annual budget.
 - o Prepare comments on the WO's draft annual budget.
 - o Provide comments to Councils for consideration and approval.
- Any other plans or reports that the Councils require from the WO under section 249 of the Act. Responsibilities to include:
 - o Review WO's plans or reports.
 - o Prepare comments and provide to Councils for consideration and approval.
- Any other functions (and responsibilities related to such functions) assigned to the Joint Committee by the Councils in writing over time (whether those functions are initially raised by the Councils, or initially raised by the Joint Committee for recommendation and approved by the Councils).

Power to act:

- The Committee is not a decision-making body (and has no formal voting rights on behalf of the Councils). The Councils will make final decisions on all matters addressed by the Committee. The role of voting in the context of the Committee is to inform recommendations to the Councils.
- Recommendations to the Councils will be made on the following basis:
 - o Where possible, the Committee will make recommendations to the shareholding Councils on a consensus basis. For clarity, consensus is where all parties on the Committee agree on the same recommendation. The consensus recommendation will be recorded and presented to the shareholding Councils for a decision.
 - o Where a consensus is not possible, the respective positions of each party on the Committee will be recorded and presented to the shareholding Councils for a decision.
- Where reference is made to consensus, it refers to a consensus of parties on the Committee (being TCC, WBOPDC and TW), rather than a consensus of each individual member of the Committee. In other words, there can still be a consensus of the parties with a minority dissenting view within one or more parties. Nevertheless, should any individual wish to formally note their disagreement, even when the parties have reached a consensus, they retain the right to have their dissenting perspective recorded.

Procedural matters:

- Format: Meetings may be held in person or virtually, as required and will be open to the public.
- Agenda: Agendas and supporting documentation will be circulated at least two working days in advance of each meeting when possible. TCC, as administrative agent for the establishment of the WO, will distribute the agenda until such time that the WO undertakes these activities.

- Meeting outcomes and direction: Direction and Action points will be recorded and maintained.
- Standing Orders: The Committee is a public committee which operates under TCC's standing orders and pursuant to Clause 30 and 30A of Schedule 7 of the Local Government Act 2002

Power to recommend:

- To make recommendations to TCC and WBOPDC as it deems appropriate.

Power to sub-delegate:

- The Committee has no power to sub-delegate any of its functions, duties or powers.