

Wellington Water Committee

Purpose

The Wellington Water Committee ("the Committee") is established to:

- Provide governance oversight of the network infrastructure for the delivery of bulk water, water reticulation, wastewater and stormwater services in the areas of Lower Hutt City, Porirua City, Upper Hutt City and Wellington City ("the four cities");
- Provide governance oversight of Wellington Water Limited; and
- Provide a forum for the representatives of Wellington Water Limited's shareholders (being Wellington Regional Council and the local authorities for the four cities) ("the Shareholders") to meet, discuss and co-ordinate on relevant issues and, through their representatives, exercise their powers.

Status

The Committee is a joint committee of the Hutt City Council, Porirua City Council, Upper Hutt City Council, Wellington City Council and Wellington Regional Council.

Specific responsibilities

The Committee's responsibilities are:

Governance oversight responsibilities

Governance oversight of Wellington Water Limited and of the network infrastructure for the delivery of bulk water, water reticulation, wastewater and stormwater services in the areas of the four cities, including by:

- Receiving and considering the half-yearly and annual reports of Wellington Water Limited;
- Receiving and considering such other information from Wellington Water Limited as the Committee may request on behalf of the Shareholders and/or receive from time to time;
- Undertaking performance and other monitoring of Wellington Water Limited;
- Considering and providing recommendations to the Shareholders on proposals from Wellington Water Limited;
- Providing co-ordinated feedback, and recommendations as needed, on any matters requested by Wellington Water Limited or any Shareholder;
- Providing recommendations to the Shareholders regarding the relevant network infrastructure owned by each Shareholder;
- Providing recommendations to the Shareholders regarding water conservation;
- Agreeing the annual Letter of Expectation to Wellington Water Limited;

- Receiving, considering and providing agreed feedback and recommendations to Wellington Water Limited on its draft statement of intent;
- Receiving, considering and providing recommendations to the Shareholders regarding Wellington Water Limited's final statement of intent.
- Agreeing when Shareholder meetings, or resolutions in lieu of Shareholder meetings, are required, without prejudice to Shareholder and board rights to call meetings under Wellington Water Limited's constitution;
- Seeking and interviewing candidates for Wellington Water Limited's board as needed and approving director appointments and/or removals;
- Approving the remuneration of directors of Wellington Water Limited;
- Monitoring the performance of the board of Wellington Water Limited; and
- Providing recommendations to the Shareholders regarding changes to these terms of reference, the Shareholders' Agreement and the constitution of Wellington Water Limited.

Shareholders' responsibilities

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

Membership

The membership of the Committee will total five persons, as follows:

- One member appointed by Hutt City Council;
- One member appointed by Porirua City Council;
- One member appointed by Upper Hutt City Council;
- One member appointed by Wellington City Council; and
- One member appointed by Wellington Regional Council.

[Each appointee must be an elected member of the appointing Shareholder.]

Chairperson

The Chairperson and Deputy Chairperson will be elected by the Committee once all Committee members have been appointed.

Quorum

For a meeting of the Committee to have a quorum, three members, or their appointed alternates, must be present.

Where the Committee is providing a forum for the Shareholders to meet and exercise their powers in relation to Wellington Water Limited, the requirements of Wellington Water Limited's constitution will prevail.

[Note: Clause 11.3 of the company's constitution provides that Directors shall be appointed and removed by the unanimous resolution of the shareholders. For this matter the quorum is therefore all five members or their alternates.]

Alternates

Each member appointed to the Committee must have an alternate appointed by the relevant Shareholder. The alternate may attend and vote at meetings of the Committee, but only in the event that the primary member is unable to do so.

Decision-making

The Committee will strive to make all decisions by consensus.

In the event that a consensus on a particular matter before the Committee is not able to be reached, each member of the Committee has a deliberative vote. In the situation where there is an equality of votes cast on a matter, the Chairperson does not have a casting vote and therefore the matter subject to the vote is defeated and the status quo is preserved.

Other than for those matters for which the 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 Committee.

Standing Orders

The Wellington Regional Council's Standing Orders apply, subject to the provisions for meeting quorum and decision making as set out in these terms of reference taking precedence.

Remuneration

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

Administration

Reports to be considered by the Committee may be submitted by any of the Shareholders or Wellington Water Limited.

Duration of the Committee

In accordance with clause 30(7) of Schedule 7 to the Local Government Act 2002, the Committee is not deemed to be discharged following each triennial election.

Refer to Appendix on next page.

Appendix

Common delegations

Governance oversight responsibilities

- Each Shareholder will delegate to the Committee the responsibilities and powers necessary to participate in and carry out the Committee's governance oversight responsibilities.

Shareholders' responsibilities

- Each Shareholder will delegate to its appointed Committee member and, in accordance with these terms of reference, that person's alternate, all responsibilities and powers in relation to the agreement of:
 - when Shareholder meetings, or resolutions in lieu of Shareholder meetings, are required (without prejudice to Shareholder and Board rights to call meetings under Wellington Water Limited's constitution); and
 - the appointment, removal and remuneration of Wellington Water Limited's directors.