DRAFT MINUTES

Water Organisation Joint Committee meeting

Monday, 29 June 2026

Order of Business

MINUTES OF TAURANGA CITY COUNCIL
WATER ORGANISATION JOINT COMMITTEE MEETING
HELD AT THE TAURANGA CITY COUNCIL CHAMBERS, L1, 90 DEVONPORT ROAD, TAURANGA
ON MONDAY, 29 JUNE 2026 AT 9:30 AM

PRESENT: Cr Marten Rozeboom (Chair), Mayor James Denyer (Deputy Chair), Cr Kevin Schuler, Cr Glen Crowther, Cr Graeme Elvin, Deputy Mayor Margaret Murray-Benge, Tangata Whenua Representative Mr Hakopa Tapiata, Tangata Whenua Representative Hon Kiritapu Allan, Tangata Whenua Representative Ms Kylie Smallman.

IN ATTENDANCE: **Tauranga City Council**

Cr Steve Morris, Cr Hēmi Rolleston, Christine Jones (General Manager: Strategy, Partnerships & Growth), Charles Lane (Team Leader: Commercial Legal), Tyler Buckley (Commercial Solicitor), Sarah Holmes (Team Leader: Governance & CCO Support Services), Anahera Dinsdale (Governance Advisor)

Western Bay of Plenty District Council

Cr Darlene Dinsdale, Cr Rodney Joyce, Adele Henderson (Programme Director – Water Organisation)

Water Organisation

Kevin Lavery (Establishment Chief Executive), Ariell King (Workstream Lead, Strategy, Policy, Bylaws)

Timestamps are included at the start of each item and signal where the agenda item can be found in the recording of the meeting held on Monday 29 June 2026 at Tauranga City Council YouTube Channel.

1 OPENING KARAKIA

Tangata Whenua Representative Mr Hakopa Tapiata opened the meeting with a karakia.

2 APOLOGIES

Tangata Whenua Representation Ms Kylie Smallman noted she needed to leave thE meeting at 12pm.

3 PUBLIC FORUM

Nil

4 ACCEPTANCE OF LATE ITEMS

That the Waters Organisation Joint Committee:

Accepts the following late item for consideration at the meeting:

- Tangata Whenua Comments – Founding Documents to be taken with Item 8.1 "Waters Organisation – Founding Documents."

The above item was not included in the original agenda because it was not available at the time the agenda was issued, and discussion cannot be delayed until the next scheduled meeting of the Committee in regard to this item.

4.1 Acceptance of Late Item

COMMITTEE RESOLUTION WO1CC/26/0/1

Moved: Cr Graeme Elvin
Seconded: Cr Margaret Murray Benge

That the Waters Organisation Joint Committee:

(a) Accepts the following late item/s for consideration at the meeting:

- Tangata Whenua Comments – Founding Documents to be disucssed as part of Item 8.1 "Waters Organisation – Founding Documents."

CARRIED

5 CONFIDENTIAL BUSINESS TO BE TRANSFERRED INTO THE OPEN

Nil

6 CHANGE TO ORDER OF BUSINESS

Nil

7 DECLARATION OF CONFLICTS OF INTEREST

Nil

8 BUSINESS

Timestamp: 7 minutes

8.1 Water Organisation - Founding Documents

Staff Adele Henderson, Programme Director – Water Organisation
Charles Lane, Team Leader: Commercial Legal
Tyler Buckley, Commercial Solicitor

Staff presented to the Committee the Founding Documents, outlining the following:

- The process from the 2025 commitment agreement through joint working group negotiations, council approvals of key commercial terms, due diligence decisions, and the preparation of the founding documents.
- Key constitutional features included the establishment of the Water Organisation under the relevant legislation, restrictions to water-related activities, public ownership protections, governance arrangements for up to five directors selected through a skills-based process, and provisions concerning ring-fencing.
- The shareholder agreement was described as the primary agreement between the Councils, establishing shareholder governance, reserved matters, share classes, transfer principles, onboarding and exit arrangements, dispute resolution processes, and guidance for future transfer agreements. Significant attention was devoted to whether policy matters such as ring-fencing should remain in the constitution or be relocated into the shareholder agreement.

Discussion points raised

- A detailed discussion about transparency requirements for the organisation took place. Legal direction was presented explaining that board meetings would be publicly accessible due to legislative provisions, while workshops and briefings did not automatically fall under the same requirements.
- The discussion highlighted broader tensions between shareholder oversight and board independence, with repeated references to maintaining clear separation between governance responsibilities and operational decision-making.
- The committee clarified that the shareholders (the Councils) were responsible for appointing and removing board directors and the chair, with the process to be managed by the Joint Committee. Provisions were adjusted to ensure that the board cannot unilaterally fill vacancies or appoint the chair, and that shareholders retain ultimate authority.
- Concerns were raised about directors or their firms providing professional services to the water organisation. The Joint Committee agreed that any such arrangements should require Joint Committee approval to maintain transparency and avoid conflicts of interest, with the possibility of setting financial thresholds or additional safeguards.
- It was agreed that staff would mark up the founding documents with track changes reflecting all feedback, circulate them for further informal review, and include a 'yes/no' column for committee members to indicate agreement. The aim was to reach consensus before presenting the documents to the full councils for final approval, with an emphasis on keeping the documents clear, simple, and aligned with council resolutions.

Tangata Whenua Recommendations

- Tangata whenua representatives submitted a paper recommending explicit inclusion of Treaty settlement obligations, kaitiakitanga, and engagement requirements in the Constitution. Legal advisors responded that many of these obligations were already covered by legislation or existing processes, and that some proposals may be better suited for the statement of expectations or engagement policy rather than the Constitution.
- Tangata whenua representatives clarified that statutory engagement was through iwi authorities, but acknowledged the need for mechanisms to ensure hapū voices were heard, suggesting that internal iwi processes should manage hapū engagement.
- The definitions for terms such as kaitiakitanga and matauranga Māori in the Constitution to provide clarity, with further guidance to be developed in the statement of expectations. The

Joint Committee agreed that principles guiding engagement and Treaty obligations should be clearly articulated, either in the founding documents or supporting policies.

- A recurring theme was ensuring that legal obligations concerning treaty settlements and engagement were neither overlooked nor unnecessarily duplicated.

SUSPENSION OF STANDING ORDERS AT 9:44AM

Moved: Deputy Chair James Denyer
Seconded: Cr Margaret Murray Benge

A motion was moved that the Waters Organisation Joint Committee suspend standing orders.

RESUMPTION OF STANDING ORDERS AT 11:38AM

Moved: Chair Marten Rozeboom
Seconded: Tangata Whenua Representative Hon Kiritapu Allan

A motion was moved that Council resume standing orders.

At 11.38am the meeting adjourned.

At 12.03pm the meeting resumed in open.

At 12.11pm, Tangata Whenua Representative Ms Kylie Smallman withdrew from the meeting and was not present to vote on any matters in the meeting.

COMMITTEE RESOLUTION WO1CC/26/0/2

Moved: Deputy Chair James Denyer
Seconded: Tangata Whenua Representative Mr Hakopa Tapiata

That the Water Organisation Joint Committee:

(a) Receives the report "Water Organisation – Founding Documents".

CARRIED

Attachments

1 Presentation - Founding Documents - JC 290626

Timestamp: 2 hours and 57 minutes

8.2 Development of Tangata Whenua Relationships Work Plan

Staff Ariell King, Workstream Lead, Strategy, Policy, Bylaws
Christine Jones, General Manager: Strategy, Partnerships & Growth
Kevin Lavery, Establishment Chief Executive, Waters Organisation

Staff and tangata whenua representatives presented the Tangata Whenua Relationships Work Plan, which outlined the following:

- The work plan identified partnership principles, statutory and Treaty settlement obligations, and operational engagement mechanisms as key components.
- There was a need to clearly define settlement obligations and ensure that engagement processes were tailored to the appropriate iwi and hapū entities.
- The plan will be refined to specify which groups were engaged at each stage and for what purposes.

Discussion points raised

- It was agreed that the work plan will be developed collaboratively with tangata whenua leaders and relevant Council representatives, with the new Water Organisation's CEO and Board taking responsibility for implementation.
- The plan will remain a living document, adaptable to future needs and legislative changes.

COMMITTEE RESOLUTION WO1CC/26/0/3

Moved: Tangata Whenua Representative Mr Hakopa Tapiata
Seconded: Tangata Whenua Representative Hon Kiritapu Allan

That the Water Organisation Joint Committee:

(a) Receives the report “Development of Tangata Whenua Relationships Work Plan “.

CARRIED

Attachments

1 Presentation PDF - 8.2 Tangata Whenua plan - JC 290626

9 DISCUSSION OF LATE ITEMS

The late item was discussed in business as part of Item 8.1 “Water Organisation – Founding Documents.”

10 PUBLIC EXCLUDED SESSION AT 1:02PM

Resolution to exclude the public

COMMITTEE RESOLUTION WO1CC/26/0/4

Moved: Cr Graeme Elvin
Seconded: Cr Margaret Murray Benge

That the public be excluded from the following parts of the proceedings of this meeting.

The general subject matter 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 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 for the passing of this resolution
10.1 - Presentation - Digital Programme: Phase 2	s7(2)(i) - The withholding of the information is necessary to enable Council to carry on, without prejudice or disadvantage, negotiations (including commercial and industrial negotiations)	s48(1)(a) - the public conduct of the relevant part of the proceedings of the meeting would be likely to result in the disclosure of information for which good reason for withholding would exist under section 6 or section 7

CARRIED

The meeting resumed in open at 1:31pm.

11 CLOSING KARAKIA

Tangata Whenua Representative Mr Hakopa Tapiata closed the meeting with a karakia.

The meeting closed at 1:32pm.

The minutes of this meeting were confirmed as a true and correct record at the Water Organisation Joint Committee meeting held on 7 August 2026.