

LGOIMA Response to Phoenix Dingle – NZ Taxpayer’s Union

Monday 10 February 2025

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Dear Phoenix,

Thank you for your request for information under the Local Government Official Information and Meetings Act, received by the Gore District Council on Friday 13 December 2024. You asked for the following:

1. **Committee structure**

- a list of your Council’s standing committees, including their names, scope, and delegations.
- the hierarchical structure of committees and their relationship to the Council/governing body. For example, whether decisions by the committee must be approved by the Council/governing body.

Council’s response:

Please refer to the attached Terms of Reference document.

2. **Committee memberships**

A breakdown of the number of elected and the number of unelected members (i.e. appointments under CI 31(3) of Sch 7 of LGA) on each individual committee.

Council’s response:

The council has only two unelected members across our four standing committees. Michael Chamberlain sits on the Audit and Risk Committee and David Prentice sits on the Assets and Infrastructure Committee. All other committees are elected members only.

3. **Details of unelected members**

For each unelected committee member please provide:

- Their names and contact information
- Their date of appointment
- Whether or not they have voting rights on the Committee(s) they sit on
- The specific “skills, attributes, or knowledge” that in the opinion of the local authority assist the work of the committee or subcommittee (refer to CI 31(3) of Sch 7 of the LGA).
- Their CV (if the Council does not hold a CV, please provide biographical information such as what qualifications, professional memberships, and work history the Council is aware of).

Council's response:

Name: Michael Chamberlain

Email address: michael@mcanz.co.nz

Date of appointment: The first meeting Michael had attended was 16 February 2015.

Voting rights: Voting rights are the same as an elected member on the committee.

CV: Please see attached.

Name: David Prentice

Email address: david.prentice@hotmail.co.nz

Date of appointment: At the Council meeting on 26 March 2019, Council resolved to amend the previous terms of reference to include the appointment of one independent member with professional engineering qualifications.

At the Council meeting held on 25 June 2019, David Prentice was unanimously appointed to the Capital Works Committee.

Voting rights: Voting rights are the same as an elected member on the committee.

CV: Please see attached.

4. Public accountability

For unelected committee members, please tell us whether contact information is available on the Council's website to at least the same degree as the elected officials.

Council's response:

Contact information for the two unelected members are not available on Council's website. If required, members of the public would be able to write to Council to request the contact details.

5. Remuneration and expenses

- a) *Please provide the remuneration paid to each unelected member in the last 12 months (or, if easier, calendar year 2024 is fine).*
- b) *Please provide the total amount of expense reimbursements and travel costs paid to or on behalf of each unelected member in the last 12 months (or, if easier, calendar year 2024 is fine).*

Council's response:

Michael Chamberlain has not been provided with any remuneration or expense reimbursements by the Council.

David Prentice is paid an allowance of \$1725 per meeting. In the calendar year of 2024, Council paid a total of \$6,900.

6. Interests register

Please provide the most recent interests register information for each of the unelected committee members.

Council's response:

Michael Chamberlain:

Owner – MCA NZ Ltd

Chair – The Tokelau International Trust Fund

Chair – Skills Foundation Trust

Trustee – Reddy Foundation

Independent Member – Māori Education Trust's Audit & Risk Investment Committee

Contributing editor – PensionReforms.com

Shareholder + Chair – Phytomed Medicinal Herbs Ltd.

Consultant – Pacific Catastrophe Reinsurance Company

Member – Multiple Sclerosis Auckland

David Prentice:

Director – Northpower

CEO – NZ Windfarms

Chair/Director – Martin Jenkins

Director – DRP Consultants Ltd

Director – Te Rere Hau Ltd

Director – Te Rere Hau Holdings Ltd

If you are unsatisfied with the response, you are entitled to lodge a complaint with the Office of the Ombudsmen. You can find more information on its website

<http://www.ombudsman.parliament.nz>

If you wish to discuss this decision with us, please feel free to contact me on 209-0330.

Kind regards,



Lornae Straith

General Manager Corporate Support / Chief Financial Officer



Gore District Council

Council and Governance Committees

Terms of Reference 2022 – 2025

Adopted by the Gore District Council at an extraordinary meeting held on 21 February 2023.

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1. Introduction

1.1 General principles

This document sets out the Terms of Reference for the Council and Committees of the Council.

The Mayor has the power to appoint the deputy mayor; establish Council committees; and appoint chairpersons, as per S41A (3) (a), (b) and (c) of the Local Government Act 2002, although the Council may address any matters using powers in Schedule 7 (cl18, 30-31).

The Council identifies a committee's power to act and delegates to committees those powers necessary for them to carry out their responsibilities as set out in this document.

The business to be transacted by the Council and its operational staff is large and wide ranging, dealing with the details of many Acts and Regulations, the Council's plans, bylaws and a range of Council activities and services.

The terms of reference and delegations in this document are intended to reflect the principles of subsidiarity to allow the Council to delegate its powers and functions to the most efficient and effective levels of decision making and service delivery.

The Council uses the following definitions of its committees:

- A standing committee has a fixed membership and meets on a regular schedule
- A special committee is convened for a specific purpose, as required
- A joint committee is a committee created by the Council jointly with one or more other Councils and/or public bodies.

The committee to which powers are delegated will usually exercise the delegated power, but is not obliged to do so. The most common circumstances where the committee with the delegation might not exercise it are when the matter has become a matter of public notoriety, or the issues are contentious and finely balanced.

1.2 Procedures, responsibilities and accountabilities

When an Act or Regulation empowers the Council to carry out a decision making function, that decision must be made by way of resolution of the full Council unless the Act or Regulation permits delegation to a Committee, subcommittee or officer.

As per Clause 32 (1) (a)-(h) of Schedule 7 of the Local Government Act 2002, the Council cannot delegate any of the following matters:

- (a) The power to make a rate;
- (b) The power to make a bylaw;
- (c) The power to borrow money, or purchase or dispose of assets, other than in accordance with the Long Term Plan;
- (d) The power to adopt a Long Term Plan, Annual Plan, or Annual Report;
- (e) The power to appoint a Chief Executive;
- (f) The power to adopt policies required to be adopted and consulted on under the Local Government Act 2002 in association with the long term plan, or developed for the purpose of the local governance statement; or
- (g) (repealed)

(h) The power to adopt a remuneration and employment policy.

A Committee of the Council shall have power to act in all matters concerning the functions listed in the respective terms of reference, provided they do not conflict with the stated policy of the Council or a previous Council decision.

In respect of matters requiring financial input, the Committee's power is limited to the extent that provision has been made in the budgets approved in the Annual Plan and/or Long Term Plan and does not cover any unbudgeted expenditure or out of cycle budget requests.

Committees can only make decisions on matters where they have been delegated the authority to make these decisions. All other decisions must be made as recommendations to the Council.

A decision made by a Committee under delegation from the Council has the same effect as if it were made by the Council itself.

The Council may not rescind or amend a decision made by a Committee if the Committee was exercising its delegated authority to make the decision.

In general terms, Committees shall:

- be responsible for planning, reviewing, and implementing functions, duties and powers in respect of their delegations;
- be responsible for monitoring performance (including budget and performance targets) for their areas of responsibility;
- undertake such other functions as may be delegated by the Council from time to time and are able to provide recommendations to the Council where appropriate; and
- can approve submissions related to matters under its jurisdiction.

1.3 Quorum

Unless otherwise specified, a quorum is defined as a half, if the total number of members is even or a majority, if the total number of members is odd.

The quorum number for each committee is stated in the relevant terms of reference.

The Mayor is included in calculating the quorum and is counted towards the quorum when present.

Appointed members are included in calculating the quorum and are counted towards the quorum when present.

1.4 Ambiguity and conflict

In the event of ambiguity or conflict with the Terms of Reference, which results in uncertainty or dispute as to which Committee has the power to act in respect of a particular matter, the Chief Executive and Mayor will make the determination which will be final and binding.

1.5 Role of the Chair and Deputy Chair

Key responsibilities of the Chair of a Committee include:

- Chairing meetings in accordance with the Standing Orders
- Being the spokesperson for the Committee
- Ensuring matters on the agenda are dealt with in an orderly and efficient manner

In partnership with the General Manager responsible for the committee:

- Ensuring the meeting is planned effectively and deals with matters in accordance with the terms of reference; and
- Reporting all recommendations, resolutions, key issues and findings to the Council.

Key responsibilities of the deputy Chair of a Committee include:

- Working closely with the chairperson on each of the responsibilities above, including ensuring the meeting is planned effectively and with the development of the Committee work programme;
- Chairing meetings and supporting other key tasks of the Chair in their absence; and
- Taking the lead on certain Committee work programme topics, as agreed with the Chair.

1.6 Chief Executive and General Manager support and staff role as advisors

The Chief Executive, and by delegation General Managers, are responsible for servicing and providing support to the Council and the Committees in the completion of their duties and responsibilities.

Staff have a role and responsibility to provide professional advice, technical support and assistance to members of the Council and Committees as required.

1.7 Contacts with media and outside agencies

The Committee chairperson is the authorised spokesperson for the Committee in all matters where the Committee has authority or a particular interest.

The Chief Executive will manage the formal communications for the Council and Committees in the exercise of its business. Communications with central government, other local government agencies or other official agencies will take place by Council staff and in the name of the Council.

1.8 Conduct of business

The Committee shall conduct its business in accordance with the Local Government Act 2002, the Local Government Official Information and Meetings Act 1987, the Local Authorities (Members' Interests) Act 1968, the Council's Standing Orders and Code of Conduct.

1.9 Public access and reporting

Notification of meetings to the public and public access to meetings and information shall comply with Standing Orders, but it is noted that:

- Workshops and/or briefings can be held and, for avoidance of doubt, means a gathering of elected members for the purpose of providing information and facilitating discussions and at which no resolutions or decisions are made and to which Standing Orders will not apply.
- Extraordinary and emergency meetings of the Council and Committees must be held in accordance with Standing Orders.

The public may be excluded from the whole or part of the proceedings of the meeting and information withheld on one or more grounds as specified in S48 of the Local Government Official Information and Meetings Act 1987.

1.10 Review

The Terms of Reference may be reviewed at any time, but not within six months of the date they come into effect. Amendments will be made as and when the Committee structure or delegations change.

2. Council

Membership:

Mayor:	Ben Bell
Deputy Mayor:	Cr Keith Hovell
Councillors:	
Gore Ward	Cr Bret Highsted Cr Bronwyn Reid Cr Paul McPhail Cr Glenys Dickson Cr Robert McKenzie
Waikaka	Cr John Gardyne
Kaiwera-Waimumu	Cr Stewart MacDonell
Mataura	Cr Neville Phillips
District wide	Cr Richard McPhail Cr Joe Stringer

Legislative basis: Territorial authority as named in Part 2 of Schedule 2 of the Local Government Act 2002 – Local Government (Southland Region) Reorganisation Order 1989, *Gazette* 1989, p 2430

Meeting frequency: Monthly and/or as required

Quorum: Six

Administration: The Chief Executive with support from the Governance Manager.

Purpose: To enable democratic local decision making to promote the social, economic, environmental and cultural wellbeing of the Gore District in the present and for the future.

The Council is responsible for determining local policy and bylaws and defining the overall vision for the Gore District. The Council makes decisions on behalf of the ratepayers and residents of the district.

In meeting its purpose, the Gore District Council has a variety of roles. These include:

- Facilitating opportunities to meet local needs;
- Advocacy on behalf of the local community with central government, other local authorities and other agencies;
- Management of local infrastructure including network infrastructure; and

- Environmental management planning for the current and future needs of the local district

Key responsibilities: As per Clause 32 (1) (a)-(h) of Schedule 7 of the Local Government Act 2002, the following powers cannot legally be delegated and remain the responsibility of the Council:

- (a) The power to make a rate;
- (b) The power to make a bylaw;
- (c) The power to borrow money, or purchase or dispose of assets, other than in accordance with the Long Term Plan;
- (d) The power to adopt a Long Term Plan, Annual Plan, or Annual Report;
- (e) The power to appoint a chief executive;
- (f) The power to adopt policies required to be adopted and consulted on under the Local Government Act 2002 in association with the long term plan, or developed for the purpose of the local governance statement; and
- (h) The power to adopt a remuneration and employment policy

Additional responsibilities retained by the Council:

- Make financial decisions required outside of annual budgeting processes;
- Key decisions in response to any central Government reform programmes, related to, but not limited to, Three Waters reform, resource management reform, Future for Local Government review;
- Monitoring the financial management and performance of the Council;
- Approval of Long Term Plan or annual plan consultation documents, supporting information and consultation process prior to consultation;
- Approval of a draft bylaw prior to consultation;
- Resolutions required to be made by a local authority under the Local Electoral Act 2001, including the appointment of an Electoral Officer;
- Adoption of, and amendment to, the Governance Committee Terms of Reference, Standing Orders and Code of Conduct;
- Appoint and discharge committees, chairpersons and members of committees plus the deputy mayor;
- Approve Council policy and strategy;
- Approve the Council's recommendation to the Remuneration Authority for the remuneration of elected members;
- Approve the triennial agreement;
- Approve the Local Governance Statement;
- Make decisions on representation reviews;
- Appoint or remove trustees, directors, or office holders to Council CCOs or COs;
- Approve the recommendation of a hearings commissioner on a proposed plan, plan change or variation;
- Relationship with Hokonui Runanga and mana whenua and implementation of the Charter of Understanding; and
- Establish a joint committee with another local authority or other public body.

3. Standing Committees of the Whole of Council

3.1 Assets and Infrastructure Committee – Terms of Reference

Membership:

Chair Cr John Gardyne

Deputy Chair

Members His Worship the Mayor
Cr Highsted
Cr MacDonell
Cr McKenzie
Cr P McPhail
Cr Phillips
Cr Stringer
Independent external appointee, Mr David Prentice, as appointed by the Council.

Legislative basis: A Committee constituted by the Council as per Clause 30 (1) (a) Schedule 7 of the Local Government Act 2002.

Committee delegated powers by the Council as per Clause 32 Schedule 7 of the Local Government Act 2002.

Meeting frequency: Quarterly

Quorum: Five

Administration: The General Manager Critical Services with support from the Governance Manager.

Purpose: To assist the Council and the Chief Executive ensure the sustainable management of Council owned assets, infrastructure and critical services.

Key responsibilities: Provide governance oversight of activities and services including:

- Roading;
- Three Waters;
- Solid waste, waste minimisation and recycling services;
- Climate change and adaptation implementation;
- Capital works programme; and
- Property and facilities (including those on parks and reserves)

Accountability for the development and implementation of the Infrastructure Strategy and Activity Management Plans (AMPs) for the above activities.

Accountability for the oversight of the capital works programme including projects related to infrastructural assets and oversee financial and non financial performance related to the delivery of the capital works programme.

Powers to act:

Powers necessary to perform the Committee's responsibilities, including:

- Making recommendations to the Council related to matters under its jurisdiction and/or which are outside of, or are in conflict with the Annual Plan, Long Term Plan and/or Council policy.
- Approval of a submission to an external body related to matters under its jurisdiction.
- Establishment of working groups related to matters under its jurisdiction.
- Development of strategies, plans and policies related to the key responsibilities of this Committee and to be referred to the Council for adoption.
- Monitor the implementation and effectiveness of strategies, plans and policies related to the key responsibilities of this Committee.

Limitations:

The Committee does not have:

- The power to establish sub-committees;
- The powers that the Council is expressly prohibited from delegating as outlined in Clause 32(1)(a) - (h) of Schedule 7 of the Local Government Act 2002; or
- The power to deal with any unbudgeted matters outside of those approved in the Annual Plan and Long Term Plan.

3.2 Audit and Risk Committee – Terms of Reference

Membership:

Chair Cr Stewart MacDonell

Deputy Chair

Members His Worship the Mayor
Cr Gardyne
Cr Highsted
Cr P McPhail
Cr R McPhail
Cr Stringer
Cr Reid
Independent external appointee, Mr Michael Chamberlain, as appointed by the Council.

Legislative basis: A Committee constituted by the Council as per Clause 30 (1) (a) Schedule 7 of the Local Government Act 2002.

Committee delegated powers by the Council as per Clause 32 Schedule 7 of the Local Government Act 2002.

Meeting frequency: Bi-monthly

Quorum: Five

Administration: The General Manager Corporate Support with support from the Governance Manager

Purpose: To assist the Council and the Chief Executive to discharge their responsibilities and ownership of governance, risk management, audit, and internal control.

Key responsibilities: Provide governance oversight of activities and services including:

- Risk management framework;
- Risk management of internal controls;
- Financial risk management;
- Health, safety and wellbeing risk management;
- Information technology, information management and cybersecurity;
- People and culture;
- Legislative compliance;
- Internal audit and assurance programme;
- External audit and assurance programme;
- Financial planning, reporting and control;
- Treasury activities, debt funding and interest risk management; and
- Insurance policies.

Receive and consider presentations and reports from stakeholders and central government agencies on audit and risk related issues and opportunities.

Powers to act:

Powers necessary to perform the Committee's responsibilities, including:

- Making recommendations to the Council related to matters under its jurisdiction and/or which are outside of, or are in conflict with the Annual Plan, Long Term Plan and/or Council policy.
- Approval of a submission to an external body related to matters under its jurisdiction.
- Establishment of working groups related to matters under its jurisdiction.
- Development of strategies, plans and policies related to the key responsibilities of this Committee and to be referred to the Council for adoption.
- Monitor the implementation and effectiveness of strategies, plans and policies related to the key responsibilities of this Committee.

Limitations:

The Committee does not have:

- The power to establish sub committees;
- The powers that the Council is expressly prohibited from delegating as outlined in Clause 32(1)(a) - (h) of Schedule 7 of the Local Government Act 2002; or
- The power to deal with any unbudgeted matters outside of those approved in the Annual Plan and Long Term Plan.

3.3 Community Wellbeing Committee – Terms of Reference

Membership:

Chair	Cr Glenys Dickson
Deputy Chair	
Members	His Worship the Mayor Cr Highsted Cr Hovell Cr McKenzie Cr P McPhail Cr R McPhail Cr Phillips Cr Reid

Legislative basis: A Committee constituted by the Council as per Clause 30 (1) (a) Schedule 7 of the Local Government Act 2002.

Committee delegated powers by the Council as per Clause 32 Schedule 7 of the Local Government Act 2002.

Meeting frequency: Quarterly

Quorum: Four

Administration: The General Manager Community Lifestyle Services with support from the Governance Manager.

Purpose: To assist the Council and the Chief Executive to promote the social, economic, environmental and cultural wellbeing of communities in the present and for the future.

Key responsibilities: Provide governance oversight of activities and services including:

- Community wellbeing;
- Community sector liaison and support;
- Community grant allocation;
- Library service provision and sector liaison;
- Heritage, culture, arts service provision and sector liaison;
- Community led development programmes and activities;
- Sport and active recreation service provision and sector liaison;
- Parks and reserves service provision and sector liaison;
- Cemeteries;
- Events; and
-
- Visitor experience.

Support the development and implementation of Activity Management Plans (AMPs) for any of the above activities as required.

Receive and consider presentations and reports from stakeholders, central government agencies, regional partners and community groups on national, regional and local development and wellbeing issues and opportunities

Monitor data informing the Gore district's socio demographics and social climate to assess current and future impacts and needs.

Powers to act:

Powers necessary to perform the Committee's responsibilities, including:

- Making recommendations to the Council related to matters under its jurisdiction and/or which are outside of, or are in conflict with the Annual Plan, Long Term Plan and/or Council policy.
- Approval of a submission to an external body related to matters under its jurisdiction.
- Establishment of working groups related to matters under its jurisdiction.
- Development of strategies, plans and policies related to the key responsibilities of this Committee and to be referred to the Council for adoption.
- Monitor the implementation and effectiveness of strategies, plans and policies related to the key responsibilities of this Committee.

Limitations:

The Committee does not have:

- The power to establish sub committees;
- The powers that Council is expressly prohibited from delegating as outlined in Clause 32(1)(a) - (h) of Schedule 7 of the Local Government Act 2002; or
- The power to deal with any unbudgeted matters outside of those approved in the Annual Plan and Long Term Plan.

3.4 Policy and Planning Committee – Terms of Reference

Membership:

Chair Cr Keith Hovell

Deputy Chair

Members The Mayor and seven Councillors

Legislative basis: A Committee constituted by the Council as per Clause 30 (1) (a) Schedule 7 of the Local Government Act 2002.

Committee delegated powers by the Council as per Clause 32 Schedule 7 of the Local Government Act 2002.

Meeting frequency: Quarterly

Quorum: Four

Administration: The Chief Executive with support from the Governance Manager.

Purpose: To assist the Council and the Chief Executive to discharge their responsibilities in a policy and planning framework which fulfils legislative requirements and supports development.

Key responsibilities: Provide governance oversight of activities and services including:

- District Plan;
- Integrated strategic planning;
- Place based strategies;
- Growth planning;
- Policy review programme;
- Bylaws;
- Climate change and adaptation;
- Economic development;
- Regulatory services;
- Building control; and
- Planning services.

Receive and consider presentations and reports from stakeholders, central government agencies and community groups on policy and planning issues and opportunities.

Powers to act: Powers necessary to perform the committee's responsibilities, including:

- Making recommendations to the Council related to matters under its jurisdiction and/or which are outside of, or are in conflict with the Annual Plan, Long Term Plan and/or Council policy;
- Approval of a submission to an external body related to matters under its jurisdiction
- Establishment of working groups related to matters under its jurisdiction;

- Development of strategies, plans and policies related to the key responsibilities of this Committee and to be referred to the Council for adoption; and
- Monitor the implementation and effectiveness of strategies, plans and policies related to the key responsibilities of this Committee.

Limitations:

The Committee does not have:

- The power to establish sub committees;
- The powers that the Council is expressly prohibited from delegating as outlined in Clause 32(1)(a) - (h) of Schedule 7 of the Local Government Act 2002; or
- The power to deal with any unbudgeted matters outside of those approved in the Annual Plan and Long Term Plan.



Michael Chamberlain

Principal, MCA NZ Limited

Michael is a Fellow of the New Zealand Society of Actuaries and a Fellow of the Institute of Actuaries in London. He is a principal of the actuarial and strategic investment consulting firm MCA NZ Limited, which is part of the Aventine group of companies. Aventine also includes that superannuation and KiwiSaver business of SuperLife.

Michael graduated from the University of Auckland with a Bachelor of Science in mathematics in 1979. Following graduation he joined the actuarial consulting partnership Campbell Cook Tills & Henaghan (CCT&H) and undertook the Institute of Actuaries, London actuarial exams. CCT&H ultimately became Watson Wyatt in New Zealand.

From December 1979 until March 1998, with the exception of two years between 1983 and 1985, Michael worked for Watson Wyatt and its predecessor firms in the actuarial, investment and employee benefits areas. Initially Michael worked as an actuarial analyst and then as a consultant. At the time he left Watson Wyatt in 1998, Michael was responsible for Watson Wyatt's actuarial, investment and employee benefits consulting division in New Zealand.

In 1983/85 Michael spent the two years working for Victory Reinsurance in the UK, principally in the corporate planning, risk management and general insurance areas.

On 31 March 1998 Michael formed MCA NZ Limited. MCA is a specialist actuarial, investment and employee benefits consulting firm. Since its beginning on 1 April 1998, MCA has become one of the leading investment advisory consulting firms advising clients with collective assets of \$4b. MCA also provides investment and superannuation advice to in excess of 45 employer and trustee groups including several of New Zealand's top 100 companies.

Michael's experience in consulting in the investment and employee benefits areas spans 34 years with many of New Zealand's leading companies and organisations. Michael is recognised as one of New Zealand's leading actuarial, superannuation and investment consultants.

June 2014

DAVID PRENTICE

77 Marine Parade, Seatoun
Wellington
New Zealand

Date of Birth: 28th June 1969

Mobile: +64 274 702 686 *Email:* david.prentice@hotmail.co.nz

BACKGROUND

Highly driven with an empathetic, down to earth engagement style, balancing a fact based and intuitive judgement approach to Executive and Governance roles for the last 15 years. Significant experience in driving change through both M&A and strategic growth initiatives primarily as Chief Executive of four separate publicly listed organisations.

Currently Chief Executive of NZ Windfarms with a key focus on leading the circa \$650m repower of Te Rere Hau windfarm as part of a joint venture with Meridian Energy. This will be the first time a wind farm has been decommissioned and repowered in New Zealand.

Prior to this role, I was the inaugural Chief Executive of Manawa Energy and before that, was Chief Executive and Director of Trustpower. During this time with Trustpower and then Manawa, I successfully steered the company through the Covid-19 related disruptions at the same time as developing and leading the strategic review process to explore the potential of selling the Trustpower retail business.

Following a competitive market process, the Trustpower mass market retail business was sold for \$441 million to Mercury at a proforma standalone FY-21 EBITDAF multiple of circa 9 times, thus representing an excellent outcome for shareholders.

I led the establishment of the remaining hydro generation and new development business which including the subsequent rebranding to Manawa Energy which is now New Zealand's largest independent power producer.

Prior to the role at Trustpower, I was appointed as Chair of the Interim Committee for Climate Change – an independent body tasked with providing evidence and analysis on agriculture and renewable electricity generation that was subsequently passed onto the Climate Change Commission.

Between 2010 and 2017, I was Chief Executive and Managing Director of Opus International Consultants as well as non-independent and executive Director on the Opus Board.

I led the development of the Company Strategic Plan and expanded Opus's strategic investment in core capabilities and business diversification. Opus' employee numbers grew from 2,365 to 3,000 in over ~80 offices globally, international markets were extended through the acquisition of four companies, and the company's annual net revenue increased by 25% to over \$500m.

I took on the role of Chief Executive during the Global Financial Crisis and led the company through a period of substantial global economic and market disruption driving significant cultural change and performance improvement throughout the business.

Promoted the acquisition of Opus by global professional services company WSP in 2017 to enable the next growth phase. WSP acquired all Opus shares with a payment to shareholders of \$1.92 per share, achieving a 94% premium above market value for Opus shareholders at a trailing EBITDA multiple of 9.3. Following the acquisition of Opus by WSP, I led the global integration team of WSP Opus for 4 months.

QUALIFICATIONS

BEng (Hons) (Civil),
Edinburgh University,
Scotland, 1990

PhD (Engineering),
Edinburgh University,
Scotland, 1997

Chartered Professional
Engineer (CPEng), New
Zealand, 2007

KEY SKILLS

Executive CEO leadership
Listed company
experience
Board directorship
Operational management
Mergers and acquisitions
Strategy development
and implementation
Change management

SELECTED WORK HISTORY

April 2024 to present
NZ Windfarms
Chief Executive

Feb 2024 to present
Northpower
Board Director

May 2022 to Sept 2023
Manawa Energy
Chief Executive

Jan 2020 to May 2022
Trustpower Ltd
Chief Executive

July 2019 to July 2021
Trustpower Ltd
Board Director

CAREER HIGHLIGHTS

Governance

- Chair of the Interim Climate Change Committee – led the development of two nationally recognised reports on climate mitigation
- Chair of Martin Jenkins - approximately 80-person consultancy firm specialising in economics, research, evaluation and public policy
- Board Director of Northpower
- Board Director of Trustpower
- Managing Director of Opus International Consultants

Chief Executive

- Chief Executive of 4 NZX listed organisations over a period of 12 years
- As CEO of Trustpower and then Manawa Energy, was the first and only Chief Executive to successfully lead the split of a large electricity generator/retailer in New Zealand
- In the 7 years as Chief Executive and Managing Director of Opus, it was one of the top performing dividend stocks on NZX with an average dividend yield of 5.52% (compared with NZX average of 4.51% over the same period – in 2017, Opus dividend yield was 4% compared with global infrastructure industry average of 0.9%)
- Led the mergers and acquisitions function in Opus and finalised four company acquisitions with total investment of circa \$100m
- Negotiated sale of Opus at share price of \$1.92 – 14% higher than share price when appointed as CEO

Other

- Board appointee to Antarctica New Zealand project steering group leading the development of the new Scott Base in Antarctica
- Chairman of the infrastructure sub group for Business NZ
- Independent advisor to the Infrastructure Committee for Gore District Council
- Appointed as a Fellow of Engineers New Zealand in March 2013
- Member of the Steering Group of the Business Leaders Forum for Workplace Health and Safety which is a NZ wide initiative aimed at achieving Zero Harm Workplaces
- Publication of a number of technical papers in international journals and presentation of research at international conferences
- Three year sponsorship from the Department of Transport, UK for research toward PhD

KEY ATTRIBUTES

- Highly values driven and empathetic leader, balancing a fact based and intuitive executive style with 19 years in senior leadership roles
- Global executive management and refined leadership skills - successfully delivered a broad range of CEO related initiatives in a public listed companies
- An experienced, commercially driven executive, with proven business leadership experience supported by a tertiary engineering degree, PhD and as a chartered engineer
- Preferred leadership style is to provide clear purpose driven outcomes, empower the team and foster a collaborative environment where roadblocks are removed

Dec 2019 to present

Martin Jenkins
Chair

April 2018 to Dec 2019

Interim Committee for
Climate Change
Chair

Jan 2018 to April 2018

WSP
*Global Integration
Manager*

Oct 2010 to Dec 2017

Opus International
Consultants
*Chief Executive and
Managing Director*

Jan 2009 to Oct 2010

Opus International
Consultants
Director, UK

March 2006 to Jan 2009

Opus International
Consultants
*General Manager,
Business Development*

March 2004 to March 2006

Opus International
Consultants
*Principal, Business
Solutions*

May 2000 to March 2004

Working Knowledge
Project
*Manager/Business
Analyst*

Nov 1997 to May 2000

Opus International
Consultants
Civil/Structural Engineer

MEMBERSHIPS

Fellow of Engineering
New Zealand (FEngNZ)

Member of the NZ
Institute of Directors

SELECTED TRAINING

Advanced Management
Programme (5 weeks):
Wharton Management

- Skilled communicator and motivational presenter; high energy engagement style
- Strategy development and implementation with the ability to lead and inspire others to commit to a vision
- Experienced in Board, Health and Safety, Audit, Risk and other governance roles
- Hardworking, passionate, ethical and unafraid to challenge the status quo
- Balanced EQ to IQ and written to numeric skills
- Experienced in delivering growth and change management strategies to enable companies to adapt to new challenges and opportunities
- Developed leadership acumen; ability to attract, develop and motivate individuals and teams towards the achievement of results
- Proven experience in volatile or challenging markets - can match resources to revenue opportunities supporting agile and at times, difficult decision making

School, University of Pennsylvania (2015)

Global Leadership Programme: 3-day workshop for select Opus senior managers (2009)

Leadership Development Programme: 3-week senior management course (2005)

Strategic Leadership and Service Excellence: Melbourne Business School (2005)

SELECTED CAREER SUMMARY

New Zealand Windfarms

Apr 2024 – Present

Chief Executive

The role is primarily focused on two key elements:

- Leading the decommission and repower of Te Rere Hau windfarm in partnership with Meridian Energy as our joint venture partner. This is significant in that it is the first wind farm in New Zealand to be decommissioned and repowered which presents several unique challenges and opportunities.
- Identifying and scoping new renewable development opportunities. During the year, I led the acquisition of Hau Nui windfarm from Genesis Energy and we are currently looking at plans to repower and expand this. I also helped negotiate agreements with a development partner to develop two further significant windfarm opportunities.

Trustpower/Manawa

Jan 2020 – Sept 2023

Chief Executive

In early 2020, the Board of Trustpower (which I was part of) initiated a strategic review to explore the potential of selling the mass market retail business. The strategic review was initiated based on an increased demand for electricity which is expected to grow by ~50% over the next 20 years to meet New Zealand's de-carbonisation targets. By selling the retail business, this allowed Trustpower to focus its investment in the development and delivery of new renewable generation capacity.

Following a successful process, the Trustpower mass market retail business was sold to Mercury in May 2022 and the remaining organisation which comprised of the existing hydro generation fleet, the new development business and approximately 700 commercial & industrial retail customers was renamed as Manawa Energy Limited.

As part of the sale, a new 10-year CFD contract between Manawa Energy and Mercury was negotiated which significantly increased long term revenue certainty through the guaranteed sale of an agreed amount of electricity output over a 10 year period.

Manawa Energy is now the largest Independent Power Producer in New Zealand with a clear growth agenda that aims to leverage the expected demand growth over the next 30 years from electrification of transport and industry.

Some key achievements during this time included:

- Steered Trustpower through significant structural change as part of the two year strategic review and then the sale of the mass market retail business
- Successfully led the business through the Covid pandemic while maintaining essential lifeline supply

- Led the well-received rebranding process. The name Manawa Energy was formally gifted by Ngāti Hangarau hapū, who hold mana whenua over the area where Manawa's Kaimai scheme is located
- Oversaw the set up and establishment of Manawa Energy following the completion of the sale including all new corporate functions, systems, processes, people and culture
- No material issues through the transition with all operational activities associated with the split delivered successfully including the very onerous and complex systems and process separation
- Health & Safety: Increase focus on health & safety throughout the company by introducing a new Health and Safety Strategy
- Promoted and received approval of an unprecedented level of CAPEX investment (~\$120m) in existing generation assets over the next 5 years
- Led the growth of Manawa Energy's significant pipeline of renewable generation development options, which strongly positions the company to create value by taking a role in the ongoing decarbonisation of New Zealand's economy

Interim Climate Change Committee

April 2018 – Dec 2019

Chair

The Interim Climate Change Committee (ICCC) was a ministerial advisory committee created by the New Zealand Government in April 2018 to explore how New Zealand transitions to a net zero emissions economy by 2050. The Interim Committee was superseded and replaced by the Climate Change Commission under the Climate Change Response Act in November 2019.

The ICCC was asked to provide independent evidence and analysis on two key issues: How surrender obligations could best be arranged if agricultural methane and nitrous oxide emissions enter into the NZETS and planning for the transition to 100% renewable electricity by 2035.

As Chair of the Committee, I led the establishment and appointment of the team (which ultimately morphed into the Climate Change Commission) as well as the research and analysis into the two key issues. This involved the design and implementation of a significant stakeholder management plan to engage with many key and diverse stakeholder groups throughout New Zealand. The two final reports were officially released in mid 2019 and received very positive feedback.

Opus International Consultants, Wellington

Chief Executive/Managing Director

Oct 2010 – Dec 2017

Opus was a leading multi-disciplinary infrastructure consultancy with a team of over 3,000 engineers, designers, planners, researchers and advisors working with more than 12,000 clients across eight markets in Australia, Canada, New Zealand, Fiji, North Africa, the Middle East, the United States and the United Kingdom.

In my previous role as Chief Executive and Managing Director, I was responsible for leading the growth and development of Opus as a global professional services consultancy company focussed on financial success, technical excellence, service excellence, strong client relationships and continued investment in the development of people.

Some key achievements included:

- Mergers and Acquisitions - led the successful acquisition and integration of four companies into Opus (ranging from a company of approximately 50 rail design specialists based in Melbourne, Australia to a team of circa 600 geomatics and environmental engineers in Alberta, Canada)
- Led the expansion of Opus into the Middle East and Pacific with offices opened in Dubai, Abu Dhabi and Fiji
- Led the business through the Australian resource crash and Canadian oil commodity downturn (reduction of 40% of the Canadian workforce in 2 years to match revenues)
- Improvement in the overall 'cadence' in the business - more focus on performance management, training and people development

- Health & Safety: Increased the focus of health & safety throughout the company by introducing a zero harm goal, establishing a Board Health & Safety Committee and implementing a new global incident reporting system
- Streamlined rewards and recognition framework to promote a higher performance culture and to better target and incentivise individuals towards specific outcomes
- Major rebrand to enhance client-focussed services, including a substantial rebuild of website to encompass family of brands across all markets
- Stakeholder Engagement - liaison and communication with key stakeholders, shareholders, and analysts as the principal advocate of the company to the investor community
- Rebranded and developed Opus Research as a global engineering and science research hub (opened by the Prime Minister of NZ, John Key in June 2014)
- Opus selected as one of only seven global finalists for the Leading Consulting Engineers of the Last 100 Years Award, at the 2013 FIDIC Conference in Spain

Opus International Consultants, UK

Director UK

Jan 2009 – Oct 2010

- Responsible for the leadership of the Opus UK business which consisted of approximately 350 staff spread over 12 offices
- Successfully rebuilt the UK business after the impact of the Global Financial Crisis in 2008/09 and turned the business around from a \$6.6m loss in 2009 to a profit of \$0.6m in 2010; in 2015, the UK achieved its best performance with revenue up 30% to \$64.3m
- Preserved culture, capability, spirit and trust in the organisation despite the significant restructuring. This was highlighted through an independent staff survey “Investors in People” in the UK which highlighted that staff continued to have high levels of confidence in leadership
- Successfully bid and won a highly contested and significant contract which underpinned the future of the UK business (worth approx. \$20m NZD per annum for 12 years)
- Awarded company of the Year at the UK NCE100 2016 Awards, and named as the Number One Engineering Company by NCE

PERSONAL INTERESTS

My wife Ruth and I have lived in Wellington since 1997 and we have three children (25, 23 and 20).

I enjoy travelling, skiing, sailing, running and play football and golf (both very poorly). I’m also not very good at relaxing and doing nothing.