

Report 13.864  
Date 7 November 2013  
File M/30/08/01

Committee Council  
Author Fran Wilde, Chair

## Appointment of directors to Council companies

### 1. Purpose

To appoint councillors as directors of WRC Holdings Limited and to remove certain existing directors from the Board of WRC Holdings Limited.

### 2. Policy on appointment and remuneration of directors

The Council is required to have a policy on the appointment and remuneration of directors of council organisations. The Council's holding company, WRC Holdings Limited, has three subsidiaries, Port Investments Limited, Pringle House Limited and Greater Wellington Rail Limited.

The policy states that in each triennium the Council Chairperson, Deputy Chairperson and two other Councillors are appointed to the boards of these companies.

The policy sets out that there should be a common Chairperson for all the WRC Holdings Group of companies.

The current policy provides for director fees to be paid to the Chairperson of the elected directors.

### 3. Directors

Peter Blades and Megan McKenna are currently external directors of WRC Holdings Limited, and its three subsidiaries.

Prue Lamason (Chairperson), Fran Wilde (Deputy Chairperson), Peter Glensor and Nigel Wilson were appointed in the 2010-2013 triennium as elected member directors. These directors remain in place until 31 December 2013, or until such time as they are either removed by the shareholder or resign.

It is proposed that Peter Glensor and Nigel Wilson be removed as directors.

It is proposed that Barbara Donaldson, Prue Lamason, Paul Swain and Fran Wilde be appointed for the 2013-16 triennium as elected member directors, and that Prue Lamason be appointed Chairperson of WRC Holdings Limited.

#### **4. Fee for Chairperson of WRC Holdings Limited**

Due to the workload and necessary responsibility it has been considered appropriate that the Chairperson of WRC Holdings Limited receives a director fee akin to the total salary that they would receive if the Chairperson of WRC Holdings Limited were a Committee Chairperson.

In order for the total salary of the Chairperson of WRC Holding Limited to be congruent with the salary of a Committee Chairperson the current director fee for this role should be \$9,400 per annum.

It is recommended that this increase take effect from and including 21 November 2013.

#### **5. Communication**

The Council's decisions will be reported to the next meeting of WRC Holdings Limited.

#### **6. The decision-making process and significance**

The matters requiring decision in this report have been considered by officers against the requirements of Part 6 of the Local Government Act 2002.

##### **6.1 Significance of the decision**

Officers have considered the significance of the matter, taking into account the Council's significance policy and decision-making guidelines. Due to the procedural nature of this decision officers recommend that the matter be considered to have low significance.

Officers do not consider that a formal record outlining consideration of the decision-making process is required in this instance.

#### **7. Recommendations**

*That the Council:*

- 1. **Receives** the report.*
- 2. **Notes** the content of the report.*
- 3. As sole shareholder of WRC Holdings Limited **resolves** as a special resolution by way of the written resolutions contained within Attachment to appoint and remove WRC Holdings Limited's directors.*
- 4. **Consents** to WRC Holdings Limited, as the sole shareholder of Port Investments Limited, Pringle House Limited and Greater Wellington Rail Limited, passing its shareholder resolutions to appoint and remove the directors set out in Attachment 1.*

5. *As sole shareholder of WRC Holdings Limited resolves as a special resolution by way of the written resolutions contained within Attachment to authorise the payment of a director fee of \$9,400.00 per annum to the Chairperson of WRC Holdings Limited.*
6. *Requests that the Chair of the Council confirms this consent in writing to WRC Holdings Limited.*
7. *Authorises the Chief Financial Officer to affix the Council's Common Seal to the resolutions of the sole shareholder (Attachment 1).*

Report prepared by:

**Fran Wilde**  
Chair

**Attachment 1: Shareholder resolutions**

**WELLINGTON REGIONAL COUNCIL**  
**(the Shareholder)**

**W R C HOLDINGS LIMITED**  
**(the Company)**

**Written resolutions of the sole shareholder and agreement of entitled person of  
the Company pursuant to clauses 20, 21, 23 and 40 of the Company's  
Constitution and dated 2013**

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1. Wellington Regional Council, being the sole shareholder and entitled person of the Company, resolves as a special resolution and agrees:
  - 1.1 That Prue Lamason be appointed as a director and chairperson of WRC Holdings Limited with effect from and including 21 November 2013;
  - 1.2 That Fran Wilde be appointed as a director and deputy chairperson of WRC Holdings Limited with effect from and including 21 November 2013;
  - 1.3 That Barbara Donaldson be appointed as a director of WRC Holdings Limited with effect from and including 21 November 2013;
  - 1.4 That Paul Swain be appointed as a director of WRC Holdings Limited with effect from and including 21 November 2013;
  - 1.5 That Peter Glensor be removed as a director of WRC Holdings Limited with effect from and including 21 November 2013;
  - 1.6 That Nigel Wilson be removed as a director of WRC Holdings Limited with effect from and including 21 November 2013;
  
2. Wellington Regional Council, being the sole shareholder and entitled person of the Company consents to WRC Holdings Limited, as the sole shareholder of Port Investments Limited, Pringle House Limited and Greater Wellington Rail Limited, passing the shareholder resolutions:
  - 2.1 Appointing Barbara Donaldson, Prue Lamason, Paul Swain and Fran Wilde as directors of Pringle House Limited and removing Peter Glensor and Nigel Wilson as directors of Pringle House Limited;
  - 2.2 appointing Barbara Donaldson, Prue Lamason, Paul Swain and Fran Wilde as directors of Port Investments Limited and removing Peter Glensor and Nigel Wilson as directors of Port Investments Limited;
  - 2.3 appointing Barbara Donaldson, Prue Lamason, Paul Swain and Fran Wilde, as directors of Greater Wellington Rail Limited and removing Peter Glensor and Nigel Wilson as directors of Greater Wellington Rail Limited; and

- 2.4 appointing Prue Lamason as Chairperson and Fran Wilde as Deputy Chairperson of Pringle House Limited; and
  - 2.5 appointing Prue Lamason as Chairperson and Fran Wilde as Deputy Chairperson of Port Investments Limited; and
  - 2.6 appointing Prue Lamason as Chairperson and Fran Wilde as Deputy Chairperson of Greater Wellington Rail Limited.
- 3 Wellington Regional Council, being the sole shareholder and entitled person of the Company, resolves as a special resolution and agrees to authorise the payment of a Director fee of \$9,400 per annum to the Chairperson of WRC Holdings Limited.

Signed by **Wellington Regional Council**, being the sole shareholder and entitled person of the Company, by:

\_\_\_\_\_  
Authorised Person

\_\_\_\_\_  
Authorised Person