

Report 15.348
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Committee Council
Author Cr Chris Laidlaw, Chair

Appointment of Chairperson and Deputy Chairperson to WRC Holdings Limited

1. Purpose

To appoint the Chairperson and Deputy Chairperson to 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. As Council Chairperson, I am not proposing to be appointed to the boards of the WRC Holdings Group of companies. I consider that the current elected member directors have the necessary skills and knowledge to fulfil their duties. I understand that the current policy is in the process of being reviewed.

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. I do not consider that remuneration is necessary in this case.

3. Directors

Peter Blades is currently an external director of WRC Holdings Limited, and its three subsidiaries. There is currently one vacancy for the position of external director, which is in the process of being filled.

Prue Lamason (Chairperson), Fran Wilde (Deputy Chairperson), Barbara Donaldson and Paul Swain are currently serving on the boards of WRC Holdings Limited and its subsidiaries as elected member directors. These directors remain in place until such time as they are either removed by the shareholder or resign.

It is proposed that the existing elected member directors remain in place on the Board.

4. Chairperson and Deputy Chairperson

I propose that Fran Wilde replace Prue Lamason as Chairperson of WRC Holdings Limited and that Prue Lamason replace Fran Wilde as Deputy Chairperson of WRC Holdings Limited.

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.

6.2 Engagement

Due to its procedural nature and low significance, no engagement on this matter has been undertaken.

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 1 to appoint WRC Holdings Limited's Chairperson and Deputy Chairperson.*
- 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 the Chairpersons and Deputy Chairpersons as set out in Attachment 1.

5. ***Requests*** that the Chair of the Council confirms this consent in writing to WRC Holdings Limited.
6. ***Authorises*** the Chief Financial Officer to execute to the resolutions of the sole shareholder (Attachment 1).
7. ***Resolves*** that no additional remuneration shall be paid to the Chairperson of WRC Holdings Limited.

Report prepared by:

Cr Chris Laidlaw
Chair

Attachment 1: Shareholder resolutions