

Minutes

Board meeting		Public session	
Date		27 August 2026	
Venue		Watercare House, Level 4 Boardroom, 73 Remuera Rd, Remuera and via Microsoft Teams	
Time		10:30am to 11:14am	
Attendance			
Board of Directors		Watercare staff	Guests
Geoff Hunt (Chair) Andrew Clark Karen Sherry Graham Darlow Derrick Adams		Jamie Sinclair – Chief Executive Mark Bourne – Chief Operations Officer Brent Evans – Acting Chief Corporate Affairs Officer Andrew Mercer – Head of Health, Safety and Wellbeing (from start until end of item 7) Matthew Hill – Senior Legal Counsel Izzy Mohammed – Legal and Governance Advisor	Members from Auckland Council Councillor Ken Turner, Watercare Lead Councillor Trudi Fava, Principal Advisor CCO Governance and External Partnerships (via Microsoft Teams)
1.	Opening karakia The Chair opened the meeting and welcomed Derrick Adams to his first Board meeting following his appointment to the Watercare Board.		
2.	Apologies Julian Smith and John Crawford sent their apologies. Rukumoana Schaafhausen sent her apologies for the public session of the Board meeting.		
3.	Quorum A quorum was established.		
4.	Declaration of any conflicts of interest Andrew Clark noted his usual conflict of interest when it comes to tax issues, as he is the CFO of Ports of Auckland Limited. No other conflicts of interest were noted.		

5.	Minutes of the previous meeting of 28 July 2026 board meeting <i>The Board resolved that the minutes of the public session of the board meeting held on 28 July 2026 be confirmed as true and correct.</i>
6.	Public deputations There was no public deputation.
7.	Health, safety, and wellness update The CE introduced the report, and the following key points were made: • Health and safety performance remained stable during the month, with current trends below the three-month average. It was noted that FY26 had been a strong year for health and safety performance and that management is considering the most appropriate measures of success or targets for lead indicators to support ongoing performance monitoring. • Andrew Mercer advised that critical risk control performance have now been established and made available to staff. Each critical risk has associated performance indicators to verify the controls are operating effectively. These indicators are being incorporated into the DoneSafe system. • The Board observed that some drivers at the head office car park cut across the car park rather than following the designated route. It was noted that the car park is owned by a third party and is shared with other building occupants. • Andrew Mercer advised that a technician received minor grazing after falling through a plywood-covered opening on a platform approximately 2.5 metres high. While consequences were minor, it was acknowledged that the outcome could have been more serious under different circumstances. • Andrew Mercer outlined learnings from a temporary traffic management incident, where a traffic cone was displaced by a concrete truck and a cyclist was injured, highlighting the importance of spatial awareness in work site environments. • Some board members reported on a recent site visit to Herne Bay and thanked the project team for their professionalism and commitment to health and safety. Positive observations included effective separation between work activities, road users and pedestrians. • The Board noted the importance of minimising the duration of works in the Herne Bay residential areas to reduce disruption to local communities. • Karen Sherry confirmed that she would provide a proposal outlining how the Board’s site visits and observations arising from those visits could be recorded to support the Board’s health and safety governance responsibilities. <i>The Board noted the report.</i>
8.	Chief Executive’s report The CE introduced the report, which was taken as read. The following key points were made: • It was noted that Watercare’s drought management plan is available on the website and that communications activities have been aligned to promote the value of water and water-saving measures, particularly in preparation for a potential Super El Niño event. • The CE noted that Watercare operates the largest number of dams in New Zealand, making dam safety and compliance a significant operational risk area. The Board acknowledged the work undertaken by Mark Bourne and his team in relation to dam safety intelligence audits.

	• Mark Bourne advised that a recent protozoal compliance issue at the Bombay Water Treatment Plant was related to a UV outage. Customer safety was maintained throughout the event. • The Board queried lessons learnt from previous boil water notices. Mark Bourne advised that lessons had been applied where relevant, although the circumstances differed significantly. He noted that the Bombay incident resulted from a treatment process failure, requiring the immediate isolation of the water supply. This resulted in a temporary loss of supply for some customers until the plant was operational and the network and private supply lines had been flushed. The notice was issued at 8:30pm and lifted by midday the following day. The incident did not indicate broader systemic issues. • The Board queried Watercare's talent attraction campaign and how it was being promoted. The CE advised that the campaign had recently been launched and incorporated into promotional materials. He noted that the campaign had been well received due to its simple and engaging approach and undertook to provide Directors with further information on the campaign rollout. <i>The Board noted the report.</i>
9.	Feedback on Statement of Expectations for Watercare The CE and Brent Evans introduced the report, which was taken as read. The following key points were made: • The CE advised that management had reviewed the draft Statement of Expectations and considered it broadly aligned with Watercare's current practices. A key focus area is the development of future performance measures. Management proposed maintaining the current measures for a transitional period while working with Auckland Council to develop an appropriate longer-term framework. • The CE noted that feedback on consultation and engagement expectations were provided to the Council. Initial discussions indicated a general understanding and acceptance of Watercare's proposed amendments, although any changes remain subject to the Council's processes and decisions. • Brent Evans, emphasised that, notwithstanding the new legislative environment, maintaining a strong relationship with the Council remains fundamental. He noted that the Statement of Expectations is an important public accountability document and supports the ongoing shareholder relationship. • The Board discussed the proposed performance measures and suggested that they be separated into an addendum, given the number of measures and the time and resources required to audit them. Brent Evans noted that management is mindful of the audit requirements of measures and minimising audit costs where possible. • Councillor Turner commented that, overall, Watercare continues to be viewed positively within the wider Council group. The Board discussed the value of ongoing engagement and education with elected members to support understanding of Watercare's journey and environment. <i>The Board:</i> • approved the feedback to Auckland Council on the draft Statement of Expectations, as set out in Attachment 1; • delegated to Geoff Hunt, the Board Chair, authority for final sign-off of: ○ any amendments to Attachment 1, including any changes requested by the Board at the Board meeting; and ○ the cover letter to the Mayor.
10.	Watercare Significance and Engagement Policy The CE and Brent Evans introduced the report, which was taken as read. The following key points were made:

	• The CE noted that the policy had been endorsed by Auckland Council. The current approval was required to meet Watercare’s statutory obligations and enable publication of the policy. • The Board sought assurance that the policy appropriately balanced shareholder engagement and the principle of “no surprises”. The CE advised that the policy contains sensible and practical requirements and does not place any undue restrictions on Watercare. He noted that management would ensure appropriate internal processes are in place to identify and manage matters requiring engagement. <i>The Board agreed to adopt the Watercare Significance and Engagement Policy as approved by Auckland Council at the 21 July 2026 Budget and Performance Committee meeting.</i>
11.	Asset Management Committee membership <i>The Board appointed Derrick Adams as a member of the Asset Management Committee (AMC), effective from 27 August 2026.</i> <i>With the above appointment, the four members of the AMC are Graham Darlow (AMC Chair), Geoff Hunt, Karen Sherry and Derrick Adams.</i>
12.	Board planner <i>The Board noted the board planner.</i>
13.	Directors’ appointment terms, committee memberships and meeting attendances The Board took the report as read, and the following key points were made: • The Chair noted that several Director appointment terms are due to expire within a relatively short timeframe and that planning should commence to manage board succession and continuity. • Karen Sherry noted that the Board should consider how best to manage Director rotations to minimise the risk of a significant loss of organisational knowledge and experience at any one time. • The Board noted that the clustering of Director term expiry dates is largely a consequence of the water reform process and subsequent governance changes, which resulted in a number of Directors being appointed within a relatively short period. • The Board discussed the importance of maintaining an appropriate balance of skills, experience and continuity when future appointments and reappointments are considered. <i>The Board noted the report.</i>
14.	Disclosure of directors’ and executives’ interests • Derrick Adams provided a brief overview of his existing conflicts of interest as noted in the report. Derrick explained that a number of these organisations undertake work for Watercare from time to time. Derrick also advised that he remains mindful of potential conflicts of interest and would declare and manage any matters that may arise in relation to those organisations.

	The Board noted the importance of maintaining transparency regarding potential conflicts while ensuring the Board continues to benefit from relevant industry expertise and experience. <i>The Board noted the report.</i>
15.	General business The following matters were discussed: - The CE provided an update on a recent wastewater overflow in Warkworth following a significant rainfall event. The overflow exceeded Ministry for Primary Industries' (MPI) reporting threshold, however, norovirus testing returned negative results, and the MPI harvest closure was ultimately treated as rainfall-related only. We are continuing to engage with MPI to better understand its approach and future requirements. - Mark Bourne advised that the Elizabeth Street works, which are intended to address the overflow risk, remain on track for completion on schedule. - The Board sought clarification on Watercare's reporting obligations to Taumata Arowai. Mark Bourne advised that wastewater overflows are reported to Auckland Council within prescribed timeframes, while reporting to Taumata Arowai forms part of Watercare's annual reporting obligations. - The Board noted that Taumata Arowai had been supportive of Watercare's response to the recent Bombay Water Treatment Plant incident and that Watercare's proposed protocols are continuing to be tested across the sector. The public session closed at 11:14am.

CERTIFIED AS A TRUE AND CORRECT RECORD

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Geoff Hunt, Chair