

T/23/08

MINUTES

ANNUAL GENERAL MEETING OF BENEFICIARIES

Date: Monday, 31 July 2023
Time: 10.00am
Place: The Link Community Centre, Te Aroha Street, Hamilton

PRESENT:

Trustees Afeaki (Chair), Chew, Harvey, Johnston & Strange

IN ATTENDANCE:

WEL Energy Trust Staff: Chief Executive Officer, Grants Manager, Finance & Grants Administrator, & Trust Secretary, Norm Hill (Cultural Advisor to the Trust)

WEL Energy Trust Advisors: Ash Hewitt, Jolly Morgan & Peter Sharp (PwC)

WEL Networks Ltd Staff: Garth Dibley (Chief Executive), David Barnett (Chief Financial Officer), Thomas Bromfield (Operations Manager), Nick Childs (Manager, Sustainability & Business Improvement), George Drysdale (Operations Manager), Kerry Green (GM Energy Services), Gareth Houting (Field Technical Services Manager), Steve Hull (Network Operations Manager), Greg Palmer (Business Communications Partner), Gill Smith (Human Resources Manager), David Wiles (Revenue and Regulatory Manager), Emma Elliott, Jarred Green, Margarita Montague, Sam Montgomerie, Shivneil Narayan, Bhavish Patel, Ragesh Rappai, Hayley Schultz, Sam Tighe & Andriy Tkachuk

Hamilton City Council: Julie Clausen (GM Partnerships, Communication and Maaori), Gary Ho (Funding Advisor), Anita McKegg (City Investment Director) & Lisa Topcsov (City Investment Manager)

Waikato District Council: Her Worship the Mayor Jacqui Church & Julie Dolan (Manager, Economic & Community Development)

Waipa District Council: Councillor Andrew Brown & Steve Tritt (Business Development)

APOLOGIES:

WEL Energy Trust: Trustees Silverton & West

WEL Networks Ltd Directors: Carolyn Steele & Geoff Lawrie

Hamilton City Council: Mayor Paula Southgate, Chief Executive Lance Vervoort & Sandra Larsen (Social Development Team Leader)

Waikato District Council: Chief Executive Gavin Ion

Waipa District Council: Gary Knighton (Manager – Strategic Partnerships)

KARAKIA TIMATANGA & WHAKAMUTUNGA:

Led by Norm Hill, Cultural Advisor to the Trust

The Chair introduced herself and gave a multi-cultural greeting, welcoming those present, and respectfully acknowledging King Tūheitia, Kīngitanga and mana whenua of Waikato Tainui. She invited the Trust's Cultural Advisor, Norm Hill to open the meeting. Mr Hill greeted attendees and wished them a happy Matariki. Attendees stood as he led them in a karakia timatanga, and then in the waiata 'Tūtira Mai Ngā Iwi'.

The Chair thanked Mr Hill and advised that, in accordance with clause 16.13 of the Trust Deed, not less than 14 days' public notification had been provided for the AGM. She also confirmed that the quorum for the meeting had been met, then covered the necessary housekeeping matters.

The Chair advised that she had been elected to her role at the recent Special Meeting of the Trust. She then acknowledged those in attendance, including the Trustees and Trust staff, the Trust's Cultural Advisor, Management and staff of WEL Networks Ltd, the representatives from the Trust's Capital Beneficiaries and the representatives from the Trust's Auditors. She also read out the list of apologies received, then took the opportunity to invite Trustees to introduce themselves, after which she acknowledged Trustees Silverton and West who could not be present.

The Chair reminded attendees that the Trust's core purpose is to ensure that WEL Networks Ltd operates as a successful business for the benefit of the community, that Trustees are elected every three years to be the kaitiaki of this important community infrastructure asset, and that the WEL Group aims to support a connected and resilient community. She communicated the Trust's Vision of a thriving, connected and equitable Waikato, as well as the Trust's Values (Te Tiriti o Waitangi, Connected, Purpose Driven and Integrity).

APPOINTMENT OF AUDITOR

MOVED: (Johnston/Chew) That PricewaterhouseCoopers be appointed as Auditors of the Trust for the year ended 31 March 2024, and the Trust be authorised to fix the fees and expenses of the Auditors for the year.

CARRIED

ANNUAL REPORT

The Chair of the Trust noted that, in the interests of the environment, only a small number of Annual Reports had been printed, and that the document was available to view on the Trust's website. She also reminded attendees that the reporting period was the 12 months ending 31 March 2023.

The Chair invited the Chief Executive Officer (CEO) to give his presentation, which covered the Chair's Report and touched on the following:

- Capital Beneficiaries
- Ownership of WEL Networks Ltd
- Network growth and new investments
- Income Beneficiaries
 - Discount
 - Grant Funding
 - Waikato Wellbeing Project
- Company Performance

During his presentation, the CEO conveyed thanks to the Company, its Directors, Management and staff.

COMPANY & INDUSTRY MATTERS

The Chief Executive of WEL Networks Ltd, Garth Dibley was invited to report on the Company's activities and performance during the 2022/23 year.

Mr Dibley began with a safety message, reminding attendees of the importance to slow down near infrastructure worksites where traffic management is in place.

- Vision and Purpose
 - To create and support an innovative and sustainable energy future
 - Enabling our communities to thrive
- Unlocking our New Energy Future
 - Our 100% electric future is arriving
 - Finding the balance
 - Energy reliability
 - Energy affordability
 - Energy sustainability
- Health and Safety
 - Continuous improvement programme
 - Critical risk management
 - Public leadership
- Financial Result
 - Discount and Dividend
 - Operating Cost per Customer
- Restoring Supply
 - Greater frequency and magnitude of events (eg, Cyclone Gabrielle)
 - Improved resilience and restoration efficiency
 - Three key principles:
 - Safety of staff
 - Safety of public
 - Sanctity of life
- Sustainability
 - Our People
 - Diversity and inclusion
 - Continued COVID challenges
 - Staff engagement survey
 - Industry recognition
 - Wellbeing initiatives
 - Our Community
 - WeEV
 - Rotohiko Battery Energy Storage System
 - Our Network
 - Our Emissions
- NewPower

The Chair thanked Mr Dibley for his presentation, and acknowledged the efforts of the whole WEL Networks team during what has been a very challenging year. She then invited questions and/or comments from the audience.

Jenni Murphy-Scanlon from the Performing Arts Community Trust congratulated the Company on their industry leadership, recognising the value in the Trust and Company having a focus on providing a reliable power supply, and the challenges to deliver this going forward.

Ms Murphy-Scanlon also acknowledged the grants provided to community organisations, noting the increased need for resources in the current climate. She thanked the funding decision-makers, expressing appreciation for the autonomy afforded to community groups in the use of the funds, and she encouraged Trustees to think about some creative ways to support the community going forward, such as the removal of lines charges for charities, for example. She raised the subject of the UltraFast Fibre Holdings Ltd (UFF) proceeds, acknowledging the need for the Company to invest in infrastructure, but also highlighting the need for investment into community organisations so that they can be sustained inter-generationally.

Ellie Wilkinson from the Hamilton Multicultural Services Trust thanked the Trust for its continuing support of the Affordable Energy for All (AEFA) Support Programme, stressing the significant difference the funding makes by enabling deliverers of the Programme to provide much-needed assistance to vulnerable families. She also acknowledged the Trust team for their services and availability.

Community Waikato Chief Executive, Holly Snape acknowledged the Trust's partnership as being fundamental in the provision of services provided by Community Waikato. She enquired of the Company as to the plans for the UFF proceeds, to which Mr Dibley replied that the Company would be using \$150M to repay a subordinated bond debt, and that there was an expensive forward workload to finance, which would see the Company in debt (\$35M) by the end of the year.

Mayor Jacqui Church of Waikato District Council sought an understanding, in the interests of the long-term wellbeing of the community, of the philosophy behind the proportion of discounts to consumers versus community grants, particularly over the last 10 years, and the CEO indicated that he would investigate this and provide a summary in due course. The Chair assured the Mayor that, with three new Trustees around the table, there would be some conversations being held in this regard, and that the Trust welcomes further discussion with her office in the near future.

For clarification, Trustee Strange asked Mr Dibley if the intention of the Company was to use all of the UFF proceeds to pay down debt, to which Mr Dibley replied in the affirmative.

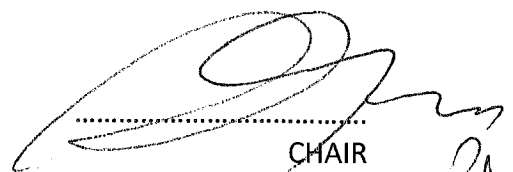
Simon Gascoigne from GoEco thanked the Trust for its support, particularly of the AEFA Navigators who GoEco also supports. He expressed awareness of the challenges for our infrastructure with the effects of climate change, and also emphasised the struggles for some families, and the importance of building resilience in our community.

CONCLUDING REMARKS FOLLOWED BY REFRESHMENTS

The Trust Chair thanked everyone for giving their time to attend the AGM. She acknowledged Trust staff, the WEL Networks team, the Trust's Capital Beneficiaries and the Trust's Auditors. She then thanked Trustees for being ready to work collaboratively to serve the community going forward, and thanked Mr Hill for his assistance in raising the cultural awareness of the Trust. She also acknowledged former Chair, Trustee West, and outgoing Trustees Booth and Yamunanathan, for their work. She encouraged all Stakeholders to engage with the Trust and each other, praising the work being done in the community. Finally, she asked Mr Hill to lead the karakia whakamutunga and to bless the kai, inviting guests to stay and share morning tea.

The meeting closed at 11.00am.

Confirmed at T/23/09 on 22 August 2023 as a true and correct record.


CHAIR