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Lakeview - Taumata – review of governance structures and processes

Queenstown Lakes District Council

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Executive Summary

This is the first review of internal governance arrangements and decision making since the Development Agreement for the Lakeview – Taumata site was signed in 2017.

The key governance arrangements and decision making approach through full delegation to the Chief Executive was set up at that date by the prior council.

Taking into account the complexity, length, size and scale of the partnership to develop Lakeview-Taumata, I have concluded:

- the internal arrangements are sound and display aspects of good practice;
- it is reasonable to retain the level of delegations made originally to the Chief Executive.

Appendix A contains in summary, my findings matched to the Terms of Reference.

I have identified the reasonably practicable alternatives but I do not consider them warranted in this situation given the core framework of decisions that have been made and the project is entering its main implementation phase. Appendix C contains my summary analysis of the options.

However, I do make a number of recommendations dealing with the Chief Executive retaining the existing levels of delegations. I consider them important and necessary. They centre on:

- enhanced monitoring by Elected Members through the Finance, Audit and Risk Committee;
- a greater level of governor to governor contact between the Development Partners to enable better understanding and sharing each other's perspective.

Had both recommendations been in place, they may have helped with the contentious issue of the Development Partner successfully applying to enter the "fast track" consent application approach for their stage 1 and 2 developments.

However despite this matter, I conclude the delegations are overall needed for such a commercial arrangement.

My full recommendations are:

- That Council recognises the importance of being an effective partner to the Lakeview - Taumata development and its need to act and make decisions in accordance with s14(1)(f) of the Local Government Act 2002 "a local authority should undertake any commercial transactions in accordance with sound business practices";

- That Council retain the delegations made to the Chief Executive to ensure timely and effective delivery of its Project Objectives and Material Outcomes sought from the Lakeview - Taumata development;
- That Council strengthen the transparency of decisions made and achievement of the Project Objectives and Material Outcomes through enhanced reporting to its Finance, Audit and Risk Committee;
- That management's reporting to the Finance, Audit and Risk Committee include quarterly risk assessments associated with achieving the Project Objectives and Material Outcomes and Council's own deliverable commitments under the Development Agreement;
- That management's quarterly reporting to the Finance, Audit and Risk Committee also include a schedule of key decisions made under delegation including such decisions as Material Modifications, Minor Modifications and Permitted Departures. The schedule should include possible decisions to be made in the coming quarter;
- That the relationship between Elected Members and the Developer are important and that regular, 6 monthly engagement is undertaken, in a form deemed appropriate, to enable both partners to have a mutual understanding of the development's progress and understand each other's perspective.

Purpose and background

1. This review of the Lakeview - Taumata development's governance structure and processes arose from QLDC's Elected Members agreeing to a notice of motion which requested a report that:
 - (a) Consider[s] the scope of the decisions that might be made under the Lakeview Development Agreement;
 - (b) Report[s] to the full Council with options for the division of decision-making powers between the Chief Executive and the full Council;
 - (c) Report[s] to the full Council with options for strengthening the internal governance of the Lakeview - Taumata project.
2. The discussion attached to the notice of motion queries the extent of decision-making delegations given to the Chief Executive by Council at its meeting on 26 October 2017.
3. The development of Lakeview - Taumata site is complex and high profile with its outcomes significantly influencing the future of Queenstown. Naturally it has high public and governance interest. The Notice of Motion in part reflects a critique that the delegation to the Chief Executive is too broad and lacks transparency for Elected Members and the public.
4. This is the first review of those delegations.

Approach

5. The approach taken to this review has involved three steps:
 - A document review of a range of project related documents;
 - Interview and discussion with QLDC's senior management;
 - A workshop with Elected Members on 02 June 2022.

The following analysis, findings and recommendations are based on these steps. As this is a review specific to QLDC, I did not make contact with its Development Partner, QT Lakeview Developments Limited (The Developer).

6. It is important to note that I have not been asked for, nor have I formed, a view as to whether the approach taken by QLDC to the Lakeview - Taumata development represents value for the Council. Nor have I assessed the appropriateness of the Project Objectives or Material Outcomes or the likelihood of their achievement. Both are beyond the scope of what I have been asked to do.

Context for review

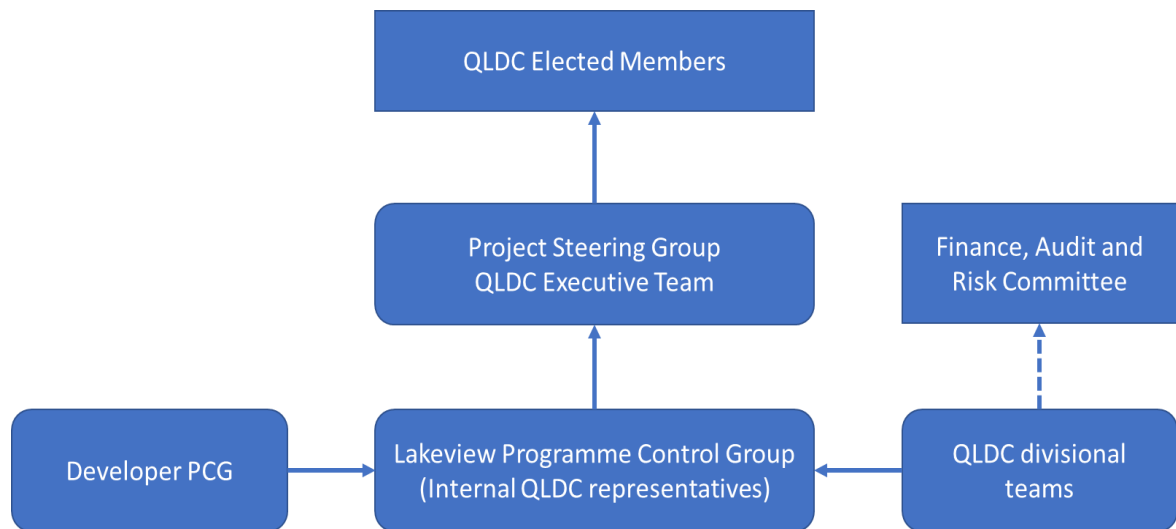
7. A key stage in the development is due within the next 12 months. The Council is required under the Development Agreement to be able to furnish title to the lots (known as “Super Lots”) by the Completion Target Date of 30 September 2022. There is a “sunset” date on this target of 30 September 2023.
8. The importance of title is that it enables the Developer to gain title and commence their development in the stages set out in the Development Agreement, subject to resource consent.
9. In a development and arrangement of this size, scale, complexity and length there has been a substantial amount of decision-making and progress prior to title being gained, including:
 - Elected Members agreeing the approach to the development and their Project Objectives (August 2017);
 - Elected members agreeing to the approach on selection of the successful Development Partner and committing to delivery of the necessary subdivision infrastructure (October 2017);
 - Agreement and signing of the Development Agreement (October 2019) which sets up the framework for the development arrangement, assignment of risk and definition of deliverables by given dates. It also includes the addition of the Material Outcomes.
10. These and other significant decisions which set the development up are outlined in the Appendix B and also sets out who or which body made the decision.
11. Structurally these decisions are foundational. They set the current course the project is on and that QLDC will retain a level of control on the development outcomes, rather than simply sell the bare land. It does not mean there will not be other substantial decisions – especially the potential for future requests (for example) by the Developer for Material Modifications. But it does reflect many of the important decisions which will affect how the development is undertaken and determine much of the development’s future course.
12. However, it is acknowledged that the Notice of Motion in part reflects some concern at how some of these decisions have been made, including to the perceived exclusion Elected Members.

The role of QLDC Elected Members

13. The Elected Members are accountable to their community for the Lakeview-Taumata development. This does not necessarily mean they can or should make all decisions directly in pursuing the Project Objectives and Material Outcomes. In the prior triennium (2016 – 2019), Elected Members recognised this through the decision making delegation to the Chief Executive.
14. In effect, the then Elected Members were meeting their obligations as governors by setting the strategy (the approach to development and in defining the Project Objectives), and in enabling management to pursue those objectives (particularly through the delegation of decision making to the Chief Executive). Critical to this approach is that they effectively monitor the achievement of that strategy and use of the delegation.
15. The Lakeview - Taumata development also requires Elected Members and management to allow for its commercial dimension. The Local Government Act 2002 has, in my view, a specific requirement on QLDC to consider how their arrangements, including decision making processes, fit a commercial arrangement which Lakeview - Taumata is. S14(1)(f) states that “a local authority should undertake any commercial transactions in accordance with sound business practices”. This section contains other important principles Council should take into account but this section is emphasised because of the nature of QLDC’s own commercial objectives, the nature of the contract they have entered and the way they should operate with the Development Partner. And the Partner itself is entitled to expect a “commercial approach” from QLDC.

The role of Management

16. The commercial dimension is also important to how management, on behalf of Elected Members, set up internal governance and procedures to achieve the objectives. The Lakeview Management Case (November 2020) sets out in detail the internal governance arrangements covering both how it will work to co-manage the development with its Development Partner as well as internal management of its own obligations under the agreement.
17. The following diagram shows the core internal structure set up under the Management Case to deliver on the project in accordance with the Development Agreement.



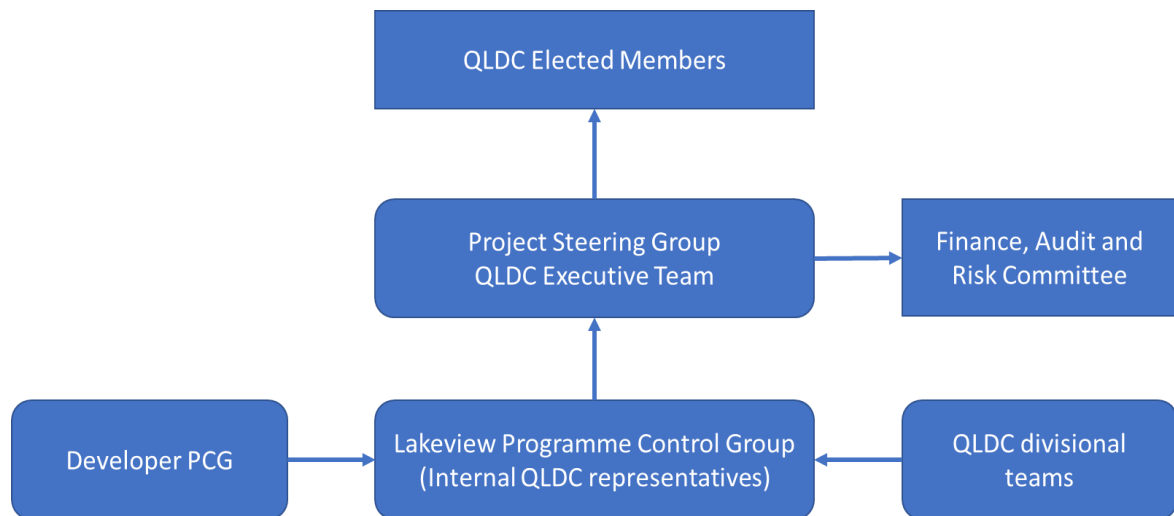
18. The chair of the Project Steering Group is the Chief Executive. The diagram also reflects key information flows which support the Chief Executive in exercising his delegated decision making responsibilities. This structure is complemented by engaging with relevant expert legal, project and commercial advice in making those decisions. Generally that expert advice is external to QLDC.

Assessment of internal arrangements

19. The arrangements are appropriate for the nature of the development. There are many aspects of good practice in the internal arrangements. The Chief Executive is supported by a suitable group of staff and external experts with a focus on the development. This should ensure effective decisions are made based on sound advice.

20. I am less certain about the governance arrangements – specifically the monitoring arrangements in place for Elected Members. The primary, ongoing monitoring of management’s actions is, as outlined above, through QLDC’s divisional teams to the Finance, Audit and Risk Committee. There is regular reporting to this Committee. While insightful, the nature of the reporting is insufficient to monitor progress on, and risks in, achieving the Project Objectives and Material Outcomes and the Chief Executive’s exercise of his delegation.

21. The following diagram represents a more effective means of reporting.



22. The nature of the reporting should focus on a quarterly risk assessments associated with achieving the Project Objectives and Material Outcomes and Council’s own deliverable commitments under the Development Agreement.
23. Reporting would also be assisted by including a schedule of key decisions made under delegation including such decisions as Material Modifications, Minor Modifications and Permitted Departures. The schedule should include possible decisions to be made in the coming quarter – essentially a version of Schedule B.
24. In this way, Elected Members through the work of the Finance, Audit and Risk Committee can inquire and gain assurance on progress and matters affecting achieving their aims. It also ensures there is good accountability on the Chief Executive’s use of his delegations to make decisions in a commercial environment.

Decision making - full delegation to the Chief Executive

25. QLDC are partner to a commercial development agreement. The Project Objectives also include commercial objectives – the first objective is “maximise [Council’s] financial return in a manner that minimises risk to ratepayer”. This means there is an imperative that QLDC are effective in its role, including its decision making.
26. Effective decision making in this environment requires being timely; for example, Modifications require processing and a decision made within 15 working days. Such timing is not unreasonable if both partners are to achieve milestones and their shared objectives.
27. The project is complex and arrangements though the groups and staff reflect the level of input and support needed for the Chief Executive exercise his delegations in a manner consistent with the Development Agreement. It reflects the substantial

knowledge of the development required of management through daily engagement, which ensures timely and effective decision making.

Decision making - alternative options

28. There are alternate possibilities for decision making in relation to the Lakeview - Taumata development:

- Increased and direct involvement in of Elected Members in decision-making – for example approving all Material Modifications;
- Creating an advisory panel of experts to support the Chief Executive and Elected Members;
- Transferring the undertaking to a development CCO with specialist development expertise and focus at board and management levels.

29. The advantages and disadvantages of these options are outlined in Appendix C and are contrasted with the existing status quo of full delegation to the Chief Executive, enhanced with the increased monitoring role of the Finance, Audit and Risk Committee noted above. It has been named “status quo (enhanced)”.

Decision making - the Fast Tracking application by the Development Partner

30. The QLDC’s Development Partner has the responsibility, and the risk, to gain resource consent for their development. They have sought – in a process not known of at the time of entering the Development Agreement – to seek those consents on a “fast track” basis. This does have a substantial impact on the planned consenting process, especially the level of potential public input. It is also seen by some Elected Members as contrary to the commitment of the Development Partner, when the Chief Executive approved the Master Development Plan associated with the development, on undertaking their resource consent application on a “public notification basis”.

31. Appendix D outlines the timeline of advice and communication on this matter.

32. Having reviewed the documents and communication, it is clear this matter has affected some elected members’ view of the development.

33. It is understood:

- The Development Partner has the legal ability to make the application; and

- Council did make it position clear to both the Development Partner and the Minister for the Environment – that it still wished for the consents to be processed on a “public notification process”.
34. Despite the position of some Elected Members and weighing up all matters I am of the view this is a matter primarily of relationship and not decision making. The decision making in this matter rested with the Development Partner to apply and the Minister to accept the consent into the fast track process. It was not a direct matter of delegated decision making.
35. There clearly was a level of communication, firstly between the Development Partner and management and ultimately Elected Members. There is a question over the quality of that communication, especially with Elected Members.
36. This matter of the fast track application does reflect the need for better monitoring by Elected Members and the importance of my recommendation above about improved monitoring by the Council’s Finance, Audit and Risk Committee.
37. It also reflects a relationship challenge between the partners. Over this matter and more generally I consider there could be more done to enable an increased understanding of each partners perspective at a governance level. It is recommended that the partners explore and establish a 6 monthly governance to governance engagement when progress can be discussed and there is the chance for greater understanding of each other’s perspective as they progress the development.
38. Had these two recommendations been in place it may have avoided the tensions that have arisen out of this matter.

Assessment on decision making

39. Taking all matters into consideration – especially the long term commercial nature and size, scale and complexity of the development – I consider that it is appropriate the current delegations are retained by the Chief Executive, although there should be enhanced monitoring arrangements put in place with QLDC’s Finance, Audit and Risk Committee to ensure there is adequate monitoring of Project Objectives and Material Outcomes set by the Elected Members.
40. In reaching this view I have accepted:
- The stage at which the development is at with the core, fundamental decisions having been made. This means the project is at a more operational and delivery phase;

- Management have taken legal and commercial advice (May 2022) to affirm its approach to any future Modifications. Combining this approach with the recommended enhanced reporting and role of the Finance, Audit and Risk Committee can strengthen Elected Members confidence in delegated decision making;
- The Chief Executive has demonstrated he does exercise his discretion to consult with Elected Members on key matters in the development;
- The degree of complexity and detail in operationalising the Agreement, require the level of focus and time that only the Chief Executive can bring to this matter, in contrast to Elected Members;
- It avoids the risk of Elected Members becoming involved in management of the Agreement;
- There are suitable internal arrangements to manage QLDC's involvement in the development;
- The delegations do represent an efficient means of decision-making considered consistent with a public sector entity engaged in a commercial transaction with a developer.

41. Consistent with this assessment, I make the following recommendations:

- That Council recognises the importance of being an effective partner to the Lakeview - Taumata development and its need to act and make decisions in accordance with s14(1)(f) of the Local Government Act 2002 “a local authority should undertake any commercial transactions in accordance with sound business practices”;
- That Council retain the delegations made to the Chief Executive to ensure timely and effective delivery of its Project Objectives and Material Outcomes sought from the Lakeview - Taumata development;
- That Council strengthen the transparency of decisions made and achievement of the Project Objectives and Material Outcomes through enhanced reporting to its Finance, Audit and Risk Committee;
- That management's reporting to the Finance, Audit and Risk Committee include quarterly risk assessments associated with achieving the Project Objectives and Material Outcomes and Council's own deliverable commitments under the Development Agreement;
- That management's quarterly reporting to the Finance, Audit and Risk Committee also include a schedule of key decisions made under delegation including such decisions as Material Modifications, Minor Modifications and

Permitted Departures. The schedule should include possible decisions to be made in the coming quarter;

- That the relationship between Elected Members and the Developer are important and that regular, 6 monthly engagement is undertaken, in a form deemed appropriate, to enable both partners to have a mutual understanding of the development progress and understand each other's perspective.

Appendix A - Summary response to Notice of Motion directions

Direction from Notice of Motion	Review response
<p>Consider the scope of the decisions that might be made under the Lakeview Development Agreement.</p>	<p>Signing of the Development Agreement represented a significant milestone in progressing the Lakeview – Taumata development. It sets the framework for future action and decision making, whether by Elected Members or the Chief Executive, under the 2017 delegations.</p> <p>Appendix B outlines key development decisions made and by whom. When it is the Chief Executive, this represents decisions made under the 2017 delegation, whether or not associated with reference to Elected Members.</p> <p>Appendix B also lists decisions which are pending (that is currently before Council at the time of this review) and potential decisions which may need to be made over the course of this long-term agreement.</p> <p>Most of these decisions (and envisaged future decisions) are transactional based on performance under the Development Agreement. However, there is a possible level of variations sought to the Development Agreement – either representing Material or Minor Modifications.</p> <p>Under the 2017 delegation, the Chief Executive, has made those decisions after taking expert advice. To date these have generally been signalled to Elected Members either through advising them of a decision or seeking their input prior to making a decision.</p> <p>This review affirms – subject to the recommendation about an enhanced role undertaken on behalf of the Elected Members by the Finance, Audit and Risk Committee – retention of the current 2017 delegation to the Chief Executive.</p> <p>The Development Agreement drives the use of that delegation and, in particular, are driven by the Project Objectives and Material Outcomes.</p>

	<p>It is also noted that Council has implemented a strong project control environment (consistent with the QLDC Management case, drafted in November 2020). This ensures there is robust, expert advice and preliminary consideration by relevant project teams prior to the Chief Executive exercising those delegations.</p> <p>The delegations do represent an efficient means of decision-making considered consistent with a public sector entity engaged in a commercial transaction with a developer. This is considered consistent with the requirements of s14(1)(f) of the Local Government Act 2002.</p>
<p>Report to the full Council with options for the division of decision making powers between the Chief Executive and the full Council.</p>	<p>The primary options considered are:</p> <ol style="list-style-type: none"> 1. The status quo (enhanced by greater transparency through the QLDC Finance, Audit and Risk Committee; 2. Limiting the delegation by Council assuming a greater direct decision-making role – for example on Material Modifications; 3. Instituting an advisory panel for the Chief Executive and Elected Members. <p>Transferring the undertaking to a development CCO with development expertise and focus at board and management levels.</p> <p>Refer Appendix C for a summary of the advantages and disadvantages of each option. This review recommends the status quo (enhanced).</p>
<p>Report to the full Council with options for strengthening internal governance of the Lakeview-Taumata project.</p>	<p>Council maintains a robust internal governance structure at management level. The structure includes retention and/or ready access to relevant expert advisors.</p> <p>The review’s observations, through the document review and interviews, indicates the structure as outlined in the management case is operating as described.</p>

	<p>This does provide a sound basis for the Chief Executive to exercise his delegations to make decisions.</p> <p>In reaching this view, and consistent with the recommendations, the exercise of delegation and overall project progress and achievement of the Project Objectives and Material Outcomes should be more transparent on a regular basis to Elected Members. This can be achieved through the active risk management role of Council's Finance, Audit and Risk Committee.</p>
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Appendix B - Schedule of Lakeview Sale and Development Plan decisions (from August 2017, not including Annual Plan and/or Ten-Year Plan)¹

Date	Decision level	Resolution/outcome
17 August 2017	Full Council	Approved development objectives and procurement strategy.
26 October 2017	Full Council	Approved intention to go to market, deliver required subdivision infrastructure, and delegation to Chief Executive to negotiate and execute transaction agreements.
14 December 2017	Full Council (PX)	Approved land exchange (Lot 11) for arterial land and delegated Chief Executive to negotiate and execute transaction agreement(s) with Well Smart Investment Holding (THOM) Pty Limited.
28 June 2018	Full Council (PX)	Approved short-listed Request for Expressions of Interest (REOI) participants and issuance of formal Request for Development Proposal (RFDP) documentation, and a transaction financial parameter, with flexibility as to payment and settlement structures (and their timing).
6 September 2018	Full Council (PX)	Approved the sale of Lot 10 (leasehold interest) as part of the Well Smart (Thompson Street) Holding Limited land transfer agreement(s).
13 September 2018	Chief Executive	Executed sale and purchase agreement(s) with Well Smart

¹ Prepared by QLDC

		Investment Holding (THOM) Pty Limited.
10 October 2019	Chief Executive	Executed Development Agreement with QT Lakeview Developments Limited.
23 April 2020	Full Council (PX)	Approved additional budget for site clearance.
9 November 2020	Chief Executive	Approved Master Development Plan; after Council workshops (x2).
12 March 2021	Full Council (PX)	Approved inclusion/delivery of associated infrastructure works, as part of Lakeview subdivision infrastructure.
18 March 2021	Full Council (PX)	Approved the direct appointment of the Wakatipu Transport Programme Alliance consortium to deliver the Lakeview subdivision infrastructure.
29 July 2021	Full Council	Approved budget to complete site clearance, subdivision and associated infrastructure works.
2 September 2021	Chief Executive	Development Agreement variation to allow for the Lakeview holiday park lessee (CCR Limited) to occupy Lots 4 and 5, until required for the development.
Pending (drafting)	TBA	Variation to Development Agreement to allow for subdivision infrastructure bonding arrangement, with consenting team.
Pending (drafting)	TBA	Variation to Development Agreement to incorporate co-living operating parameters, including associated title covenant.

If and when advised by the developer	TBA	The assessment of any Modification to an Agreed Document.
As development progresses.	TBA	Approval(s) of Development Documentation as necessary, set out in the Milestone Dates and build periods (Schedule 4).
As development progresses.	TBA	Settlement of Lots, subject to assessment of pre-conditions that must be satisfied before Settlement can occur (also set out in Schedule 4).

Appendix C – Analysis of decision-making options

Option	Advantages	Disadvantages
<p>Status quo (enhanced) Recommended</p> <p>Retention of existing delegations to the Chief Executive and existing support structures, plus increase reporting and transparency to Elected Members through its Finance, Audit and Risk Committee and improved governance relationships with Developer.</p>	<p>The project is mid-stream enabling a consistent approach supporting a complex development project.</p> <p>Stability in Council’s approach for the Developer.</p> <p>Efficient decision-making using expert advisors as required and consistent with need of Development Agreement decision making requirements.</p> <p>Finance, Audit and Risk Committee monitoring increases transparency of decision making with a focus on risks to Project Objectives and Material Outcomes, providing insight and input to the high trust decision making model.</p> <p>Enables Elected Member focus on outcomes and minimises risk of “management creep”.</p> <p>Elected Member/Developer engagement to improve each other’s understanding of respective positions.</p> <p>Consistent with the Local Government Act 2002 requirements.</p>	<p>Any consultation with Elected Members over decisions may confuse who is making the decision without clarity of the purpose of the consultation.</p> <p>Elected members have to actively live with the high trust and monitor model rather than “be in the kitchen” of a high-profile project which may be uncomfortable.</p>
<p>Increased and direct involvement in of Elected Members in decision-making – for example approving all Material Modifications.</p>	<p>May assist Elected Members have a sense of “greater control”.</p> <p>The recommended enhanced role for the Audit and Risk Committee can still be</p>	<p>Increases the direct engagement of all Elected Members in the project which is beyond their current workload and arguably their role.</p>

	implemented (and is still required).	<p>May increase their sense of risk and exposure to s46 of the Local Government Act 2002.</p> <p>Could restrict the flexibility in decision making needed with a commercial agreement, especially as the project moves into full implementation under tight timeframes.</p>
Advisory panel to support the Chief Executive and Elected Members.	Enables QLDC to access a range of external skills and expertise to support direction of project and decision making.	<p>Risks duplicating and potentially providing competing advice to the decision-making process.</p> <p>Adds time and cost to decision making and risks the needed efficiency in decision making.</p> <p>Would require substantial adjustment to existing internal governance and Elected Member arrangements.</p> <p>Development Partner could raise objections dependent on who was on the advisory panel and the Advisory Panel necessary access to confidential information.</p>
Transferring the undertaking to a development CCO with development expertise and focus on board and management levels.	<p>The remainder of QLDC's interests in the project are governed and managed by an expert board and management structure.</p> <p>Potentially enables a more efficient and effective decision-making process for the QLDC's development partner.</p> <p>"Frees up" QLDC management from immediate day-to-day requirements of the project, even potentially the Council Works, if these were transferred to the CCO.</p>	<p>Would require a substantial adjustment mid-stream in the project, including for Elected Members in terms of their governance.</p> <p>CCO establishment and operating costs would impact on overall returns from project.</p> <p>Creates requirements for Elected Members to understand and implement new arrangements– the requirements of a shareholder, such as a Letter of Expectation and Statement of Intent.</p>

		Potentially moves Elected Members further away from a sense of control or understanding of the project.
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Appendix D - Lakeview Development Partner fast track application timeline

Date (2021)	Description
18 February	Developer advise DA PCG that they are considering referral, for their stage 1 and 2 development, under fast track consenting legislation.
24 February	Programme Director advises CE.
1 March	Programme Director advises PCG.
18 March	Developer advise DA PCG that they are preparing material, to demonstrate the benefits of the project, supporting a fast track consenting approach.
26 March	Developer meeting with CE/Programme Director.
31 March	CE requests letter from Developer setting out basis of their proposal for fast track referral.
7 April	Developer provides letter to CE advising their intention to seek referral from the Minister for the Environment.
14 April	Programme Director reports to Project Steering Group (Executive team) advising Developers intention to seek referral from the Minister for the Environment.
7 May	CE advises Elected Members of Developers intention to seek referral from the Minister for the Environment.
11 May	Programme Director advises DA PCG that Elected Members have been made aware of the fast track application for referral.
31 May	Developer lodges application for referral to Minister of the Environment.
29 July	Minister's office advises CE of Developers application and provide consultation letter.
30 July	CE advises Elected Members that the Ministry for the Environment are processing Developers fast track application.
12 August	Mayor/CE provide response to consultation letter (29 July 2021) from the Minister for the Environment, regarding Developers fast track application.
12 August	Mayor advise Elected Members of (above) correspondence with the Minister for the Environment.
30 August	CE responds to follow-up questions from the Minister's office (letter 24 August 2021).
30 August	CE advise Elected Members of the (above) response to Minister's office.
21 October	CE advise Elected Members that the Minister for the Environment has approved the Developers application for referral under the fast track legislation.
26 October	Developer advise CE/Programme Director that the Minister for the Environment is referring their application to the EPA for consideration.

Note

- DA PCG = Developer Project Control Group
- PCG = Internal QLDC Lakeview Programme Control Group