ORDINARY MEETING

OF

WELLINGTON CITY COUNCIL

SUPPLEMENTARY AGENDA

Time: 5.30pm
Date: Tuesday, 30 September 2014
Venue: Committee Room 1
Ground Floor, Council Offices
101 Wakefield Street
Wellington

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<td>Presented by Mayor Wade-Brown</td>
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3. General Business

WELLINGTON REGIONAL ECONOMIC DEVELOPMENT AGENCY

Purpose
1. To seek agreement to the establishment of the Wellington Regional Economic Development Agency (WREDA) and approval to enter into the various agreements required.

Summary
2. At its meeting on 24 June 2014, the Governance, Finance and Planning Committee considered and approved (in principle) a proposal to establish a single regional economic development agency. It would combine the economic, venues, tourism and major events functions and activities of Wellington City Council (WCC) and Greater Wellington Regional Council (GWRC) into a single Council Controlled Organisation.
3. Consultation has been undertaken with stakeholders and other councils coupled with a public consultation process with GWRC (on behalf of the region). There were 50 submissions received, of which 38 were generally supportive and 3 opposed the proposal.
4. Following consultation the Council must now consider whether to give final approval to the proposal.
5. To date, six of the Councils in the region have approved the establishment of WREDA, South Wairarapa and GWRC meet in October to consider the proposal.
6. A number of agreements are required to support the proposal including an updated Multilateral Agreement along with proposed new Shareholders, Funding and Venues Management Agreements.
7. Background material on the WREDA proposal is included as Attachments 1 and 2.

Recommendations
Officers recommend that the Council:
1. Receives the information.
2. Notes that the feedback from submissions and discussions with stakeholders was generally supportive of the proposal.
3. Notes that Hutt City Council, Masterton District Council, Kapiti Coast District Council, Upper Hutt City Council, Carterton District Council and Porirua City Council have met and have approved the formation of WREDA.
4. Notes that South Wairarapa District Council will meet on 8 October 2014 and GWRC will meet on 15 October 2014 to consider the proposal.
5. Notes that the Governance, Finance and Planning Committee approved the merger of Positively Wellington Tourism and Positively Wellington Venues into one entity in
December 2013.

6. Agrees to the formation of a single economic development agency (WREDA) incorporating the economic development, major events, venues and tourism activities of Wellington City Council and Greater Wellington Regional Council to be owned by Wellington City Council (80%) and Greater Wellington Regional Council (20%).

7. Notes that the Governance, Finance and Planning Committee approved the formation of the WREDA Appointments Group in respect of director appointments.

8. Agrees to authorise the Mayor, Deputy Mayor and the Chief Executive to appoint directors to WREDA on behalf of Wellington City Council.

9. Authorises the Chief Executive to negotiate the terms of the documentation and any other matters required to implement the formation of WREDA as outlined in this report, and to execute all such documentation.

10. Agree to appoint the Mayor, Deputy Mayor, Chair of the Economic Growth and Arts Committee and one other councillor as Wellington City Council appointees to the Wellington Regional Strategy Committee (WRSC).

11. Agrees to appoint two councillors as their alternates on the Wellington Regional Strategy Committee in the event that the appointees are unable to attend a meeting of the Committee.

12. Notes that the Chief Executives of Wellington City Council, Greater Wellington Regional Council and Upper Hutt City Council will provide advice to the Wellington Regional Strategy Committee.

13. Notes the Council will continue to manage Major Events and the Destination Wellington programme until the Chief Executive of WREDA is in place.

**Background**

8. At its meeting of 24 June 2014 the Governance, Finance and Planning Committee gave in principle approval to combine the economic development, tourism, venues and major events functions and activities of WCC and GWRC (on behalf of the region) together, in a single council controlled organisation, the Wellington Regional Economic Development Agency (WREDA). The Committee also agreed for the proposal to go out for consultation.

9. Consultation has now been completed and the Council may now consider whether to give final approval to the proposal. Attachments 1 and 2 outline the proposal that was agreed by the Committee and consulted on.

**Discussion**

**Consultation and Feedback**

10. WCC has met with a number of key stakeholders in the region including other councils, central government, businesses, industry and other organisations to discuss the proposal, they were generally supportive of the proposal.

11. In addition, WCC and GWRC undertook joint consultation in July and August 2014. Fifty submissions were received, of these, 33 were from organisations and 17 from individuals. A total of 38 were generally supportive, 9 were neutral with some issues while 2 agreed in principle but opposed the proposal, and 1 submitter opposed the proposal.
The major themes raised by the submissions were;

- **Critiques of current structure** – involves thinly spread resources, a lack of coordination amongst economic development agencies, duplication of effort, and some confusion over the roles of different agencies.

- **Benefits** – better connections with central government, having a single voice and point of contact for economic development, enhanced coordination amongst agencies, reduced duplication of activities, cost savings, and economies of scale.

- **Expertise of Board of Directors** – several organisations noted that the Board of Directors should have knowledge and experience of the areas in which the organisation will operate. Future board appointments should take account of emerging new trends in the Wellington economy.

- **Council involvement and funding balance** – some submitters commented that there should be more regional buy in from the other councils, and that costs should be borne more proportionately across the entire region.

- **Rates** – funding derived from a given area (like the Downtown Levy from Wellington CBD) or for a particular purpose (like contributions to Positively Wellington Tourism) should be spent on behalf of that area or for that purpose.

- **Accountability** – support for independent Directors and calls for greater transparency.

- **Governance structure** – questions were raised as to how the different organisations will work together once they are merged, given the wide array of responsibilities under WREDA’s remit. There was support for a compact, nimble organisation with a streamlined back-office,

- **Cultural events and venues** – some concern was expressed over the inclusion of Positively Wellington Venues in the WREDA proposal, mainly around the conflict in objectives between economic development and venues management. There was concern that big ticket events will take precedence over smaller shows, a reduction in investment in the cultural sector and consequent loss of performing arts opportunities, and that venue fees will increase reducing community access due to a more commercial mandate.

- **Issues with proposal** – centred on a lack of detail in the supporting documentation with regard to the rationale for the new agency and the impact of local government amalgamation.

12. A list of the organisations that submitted is included as Attachment 3. Copies of all submissions are available on request.

13. Overall, the submissions were generally supportive of the proposal. Most concerns were around a perceived conflict between economic development and the Venues operations, rationale for the proposal, reduction in investment in the cultural sector, local government amalgamation and ensuring the component parts of the new organisation works well together.

14. In response to the matters raised;

- The Venues operations have been included in WREDA as it is considered an important part of attracting visitors to the region for business, cultural and performance events. There is also strong value in coordinating its work with the other operations of WREDA.
There will be no increased commercial mandate imposed on the Venues operations as a result of WREDA. There is a clear expectation for continued community access to the Venues at similar levels as now. It is also noted that the convention centre proposal currently being worked on may free up space in Venues.

The WREDA proposal will not change the current level of funding in the cultural sector.

The objectives for forming WREDA will still be met regardless of whether there is any local government amalgamation.

Political oversight of WREDA will be via the WRSC.

**Other Councils**

15. At the date of this report six Councils have given final consideration to the WREDA proposal, namely Hutt City Council, Upper Hutt City Council, Kapiti Coast District Council, Masterton District Council, Carterton District Council and Porirua City Council.

16. They have all agreed to the establishment of WREDA and to the entering into the amended Multilateral Agreement.


**Legal Arrangements and Documentation**

18. A number of agreements and documentation will provide the legal framework and give effect to the WREDA proposal including amending the current Multilateral Agreement which sets out the relationship with councils in respect of WREDA.

**Multilateral Agreement**

19. The Multilateral Agreement (MA) sets the framework under which the WRSC and the councils work together. The addition of the WCC activities requires that the existing MA has to be amended, reflecting the broader scope and that the funding for these activities will be from WCC along with funding from the regional rate. The WRSC will remain a committee of GWRC.

20. The proposed major amendments to the existing MA are;

- Change the membership of the WRSC to include 10 elected members (4 from WCC), with no external representatives.
- Includes tourism, venues and major event activities and functions into the brief of the WRSC.
- Notes that the funding from WCC and GWRC to WREDA will be documented by way of separate Funding Agreements.
- A requirement for WCC to advise the WRSC of the level of funding it proposes to provide to WREDA prior to finalisation of WCC’s Annual Plan.
- WCC will refer any recommendations of the WRSC on the Statement of Intent and the appointment of directors that it does not agree with back to the WRSC for further consideration.
- WSRC will consider the formation of any new Council Controlled Organisation to be owned by WREDA or the new issue of shares in respect of WREDA prior to any decision by the shareholders.
- The Chief Executives of WCC, GWRC and Upper Hutt City Council will provide advice to the WRSC.
Constitution

21. Wellington Venues Limited (PWV) will be the vehicle for WREDA. Its Constitution will be updated to give effect to the proposal. The proposed changes are;
   • To allow for more than one shareholder
   • To change the objectives to reflect the broader objectives of WREDA.
   • To note the role of the WRSC in the governance of WREDA.

Shareholders Agreement

22. The shareholders of WREDA will be WCC who will own 80% of the shares and GWRC who will own 20% of WREDA on behalf of the region.

23. A Shareholders Agreement between WCC and GWRC will govern the relationship between the two shareholders in respect of their ownership of WREDA.

24. The major matters in the proposed Shareholders Agreement are;
   • No shareholding changes as a result of any funding changes until after 30 June 2017.
   • Post 30 June 2017 the shareholding will be adjusted to reflect any changes to the funding proportions such that the council that provides 25% of the funding will own 25% of the shares.
   • In the event that the shareholders cannot agree on the appointment of directors, the appointments will be made by each shareholder in proportion to the shares held.
   • In respect of WREDA’s draft Statement of Intent, WCC as shareholder in WREDA will send any comments it has on the draft to the WRSC, which will then be sent to WREDA.

Funding Agreement

25. There will be two funding agreements, one between WCC and WREDA, and one between GWRC and WREDA.

26. The major matters in the proposed WCC Funding Agreement are;
   • Specifies the level of funding which will be provided by WCC and outlines the process to be followed to agree the level of funding. The Funding Schedule attached to the Agreement will be updated for any changes to the amount of funding from year to year.
   • WCC will undertake to provide approximately $12m in direct funding and $4m in respect of Venues maintenance. These amounts are per the 2014/15 budgets.
   • Grants funded from rates must be used in accordance with WCC’s revenue and finance policy.
   • Sets the performance framework and reporting requirements for WREDA.
   • Process to be followed for the Statement of Intent (as for the Shareholders Agreement).
Management Agreement Venues

27. WCC’s Venues, namely the St James Theatre, the Michael Fowler Centre, Opera House, TSB Arena and Shed 6 are currently managed by PWV and they will continue to be managed by PWV on behalf of WCC within WREDA. This relationship will be governed by a Venues Management Agreement which formalises the existing relationship.

28. The ownership of the Venues assets and responsibility for the maintenance and upkeep will remain, as now, within WCC.

29. The major matters in the proposed Management Agreement are;

- WCC will remain responsible for maintenance and upkeep of the Venues
- Venues will maintain the current level of support for community organisations, iconic events (such as WOW), and national organisations (such as the NZ Symphony Orchestra). Any significant change will require the approval of WCC.
- The respective duties of both WCC and WREDA are detailed.
- WREDA will be WCC’s agent for managing the Venues.
- As WCC’s agent all revenues collected by WREDA in respect of the Venues operation will be held on account for WCC. WREDA will be entitled to deduct the costs of operating the Venues. The net proceeds will be solely for the benefit of WCC.

Next steps, Transitional Arrangements and Timeframes

30. Subject to approval of WCC and the remaining councils it is proposed, that the next steps will be;

- Complete the documentation required to establish and give effect to WREDA
- Complete the selection and appointment process for the directors of WREDA and associated entities.
- Change the name of Wellington Venues Limited (Positively Wellington Venues) to WREDA
- WREDA to issue and WCC to purchase, 900 new $1 shares in WREDA. This will result in WCC owning all 1,000 $1 shares in WREDA.
- GWRC to sell Grow Wellington and its subsidiary (Creative HQ) to WREDA, in return, they will receive 200 shares (which equates to 20% of the total shares) in WREDA. WCC will own the remaining 800 shares.
- Transfer the undertakings and staff of Positively Wellington Tourism (PWT) to WREDA.
- WREDA and Grow Wellington to amalgamate becoming a single entity.
- Following the commencement of the WREDA Chief Executive then the transition of Major Events/Destination Wellington programme to WREDA will be agreed.

31. Each of the entities that will form part of WREDA has prepared a Statement of Intent and/or business plan for 2014/15. They have been approved in the usual manner and form the basis of the funding and first year’s plan for WREDA. For 2015/16 and
Item 3.

32. Until the Chief Executive of WREDA is appointed, each of the organisations (PWV, PWT, and Grow Wellington) will continue to operate as they do now but with each reporting through to the WREDA Board of Directors. The Major Events and the Destination Wellington staff will remain in their current structures in WCC, until the Chief Executive of WREDA commences, at which point the transition will be agreed.

33. Subject to the approval of Council and the remaining councils in the region it is expected that WREDA will be established in November 2014.

Directors

34. It is best practise to have the proposed Chair identified prior to the final interviews and selection of the other 7 directors. To enable this, additional time needs to be factored in meaning that it is now planned that the Board will be appointed and in place by mid/late November 2014.

35. It is important that the Board is appointed as soon as practicable to allow the establishment of WREDA and the search for the Chief Executive to commence. Any significant delays will push this timetable out to February due to Christmas and the unavailability of key people in January. This will also have ramifications in completing the first combined Statement of Intent for WREDA which is a key milestone for the region.

36. ICHOR, a Wellington based search firm has been appointed to carry out the recruitment of the 8 directors for WREDA. Advertising, asking for expressions of interest was undertaken in late August.

37. A WREDA Appointments Group was approved by the Governance, Finance and Planning Committee at their meeting in June in respect of the selection of directors. The appointees from WCC are the Mayor, Deputy Mayor and Chief Executive. It is recommended that the Council authorises them to appoint the directors of WREDA on behalf of WCC.

Staff

38. The only WCC staff that are potentially affected by the proposal are those who deliver the Major Events and the Destination Wellington programmes. They have been kept fully informed throughout this process but have not been formally consulted as any potential transfer to WREDA will not be considered until the Chief Executive is appointed.

39. Positively Wellington Tourism staff have been formally consulted as there will be a change to their employer if the proposal is proceeds. At this stage Positively Wellington Venues and Grow Wellington staff have been kept informed about the proposal.

Conclusions

40. It is recommended that the Council agrees to proceed with the proposal for the creation of a single economic development agency for the Wellington region – bringing together existing agencies that serve the region’s economy to lift the region’s economic performance in a meaningful and tangible way.
Attachments
Attachment 1. The WREDA proposal Page 12
Attachment 2. Current and New Structure Page 17
Attachment 3. Organisations who submitted Page 19

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<tr>
<th>Author</th>
<th>Barry Turfrey, Economic Development Unit</th>
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<tr>
<td>Authoriser</td>
<td>Derek Fry, Director City Growth &amp; Partnerships</td>
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SUPPORTING INFORMATION

Consultation and Engagement

Wellington City Council and Greater Wellington Regional Council carried out joint community consultation, key stakeholders have also been consulted, the results are included in this report.

Treaty of Waitangi considerations

There are no Treaty of Waitangi considerations.

Financial implications

There are no financial implications.

Policy and legislative implications

This proposal supports Council’s overall vision of Wellington Towards 2040: Smart Capital. The proposal is consistent with central government’s policy and the Mayoral Forum commitment to, and encouraging more collaboration between local authorities.

Risks / legal

Council’s lawyers have been consulted through the development of this report.

Climate Change impact and considerations

There are no climate change implications.

Communications Plan

Key stakeholders will be informed by each of the entities/business units if the proposal is approved.
1. Grow Wellington – the region’s economic development agency was set up in 2007 in response to concerns that the region had a fragmented approach to regional economic development. It is a council controlled organisation owned by Greater Wellington Regional Council on behalf of the region. Wellington City Council funds separate entities such as Positively Wellington Tourism, Positively Wellington Venues and some other independent economic development activities such as the Destination Wellington program, major festivals and events.

2. The Wellington region’s economic performance has been the subject of much discussion in recent years by a range of commentators and the broad consensus is that despite recent improvements in key indicators we can still do better.

3. The Wellington region has many economic advantages, including high quality infrastructure and amenities, world class events and attractions, an educated population, respected universities and research organisations, with strength in sectors such as high tech manufacturing, software/IT and creative content. The region has opportunities to exploit those advantages and achieve a step change in economic performance. Stronger economic growth also helps grow the rating base which provides the means to reduce pressure on existing ratepayers as well as the opportunity to invest more in community facilities and infrastructure.

4. The region’s recent economic performance has resulted in officers from across various councils coming together to evaluate whether a more coordinated approach to economic development could deliver the necessary impetus to deliver on the potential that exists in the region. The current arrangements have given rise to concerns that resources are too thinly spread, there is duplication of effort, high agency costs and there is insufficient scale.

5. Having an economy that performs below its potential has consequences – it means:
   - fewer jobs and opportunities for the region’s residents
   - fewer resources to invest in new or improved amenities – as the business rating base fails to grow and more pressure goes on residential ratepayers
   - weaker communities – as people seek opportunities elsewhere, and have less economic security
   - a less vibrant region.

### The proposal

6. To combine the economic development and tourism activities of Wellington City Council and Greater Wellington Regional Council into a single council controlled organisation. The Wellington Regional Economic Development Agency (WREDA) would be the provider of choice for economic and tourism services – but it would not preclude local councils in the region from undertaking their own activities at a local scale.

7. The new economic development agency would have the activities (including the funding) of the following:

   *Wellington City Council*
8. All of the operations proposed for the new economic development agency above will be combined / amalgamated into WREDA and all relevant existing contracts will be assigned or administered by the new agency.

9. WREDA will have a board of suitably qualified and experienced directors who will be overseen by the reconstituted WRSC. It will have reporting requirements to the WRSC. Shareholding councils will consider and approve WREDA’s Statement of Intent and annual report on the recommendation of the WRSC.

**Anticipated benefits from moving to a single agency**

The current economic development arrangements are characterised by duplication, blurred and overlapping responsibility, gaps in service provision, and a lack of clear region-wide leadership and direction. A single agency could help the region to unlock its economic potential in the following ways.

a) **Stronger economic leadership** – A single agency that prioritises business success will be able to provide leadership, greater strategic capabilities and a clear sense of direction for the region’s economy.

b) **One voice** – Having a single expert agency will allow the region to speak with one voice when dealing with government, businesses, investors and research providers.

c) **Clearer strategic focus** – A single expert agency will be able to set clear priorities and investment decisions, ensuring that available funding is used in ways that delivers the best results for the region as a whole.

d) **Improve capacity and scale** – A single agency will have more resources, access to new funding sources and size available to use for projects with potential to unlock the region’s economic potential.

e) **More effective regional promotion** – A single agency will be able to promote the region more effectively to businesses, investors, skilled workers, and visitors.

f) **Broaden pool of talent** – A single agency will have a wider pool of talent to draw on in areas such as governance, strategic management and business expertise.
g) **Better use of resources** – Establishing a single agency will reduce duplication in back office functions such as procurement and technology, creating savings which can be directed to improving the region’s economic performance.

h) **Improve perceptions** – Having a single economic development agency will improve perceptions of the Wellington region among businesses and investors in terms of doing business.

i) **Simplify governance**—Currently, there are 3 boards of directors/trustees, an unwieldy WRSC, other council committees and business units within both Wellington City Council and Greater Wellington Regional Council, this would be simplified and streamlined under the proposal.

### Ownership of WREDA

11. WREDA will be owned by Wellington City Council (80%) and Greater Wellington Regional Council (20%). This shareholding split recognises the level of funding contribution into the agency. The shareholders will commit to a minimum level of funding for WREDA. If funding falls below this agreed minimum level there will be an adjustment to the individual shareholdings percentages in WREDA. There will be a 3 year moratorium on any shareholding changes unless a shareholder reduces its funding of WREDA to zero.

12. The new agency will use an existing council controlled organisation – Positively Wellington Venues, its name will be changed and existing constitution modified. Positively Wellington Venues will continue to manage the venues facilities on behalf of Wellington City Council, the assets will remain in the ownership of Wellington City Council. Any profits generated by Positively Wellington Venues will be solely for the benefit of Wellington City Council

### Political oversight of WREDA

13. Political oversight of WREDA will be provided by a streamlined WRSC. It will determine WREDA’s overall strategic outcomes and service levels. It will consider and recommend to the shareholding councils for approval, a single Statement of Intent developed by WREDA in response to the overall goals and levels of service set by the WRSC. The shareholders of WREDA will retain the right to approve WREDA’s Statement of Intent.

14. The WRSC will continue to be a committee of Greater Wellington Regional Council but be restructured to reduce the number of members from 14 to 10, with no external (non-councilor) members. Representation will be as follows:

- four from Wellington City Council
- one from the Lower Hutt City Council
- one from Upper Hutt City Council
- one from Greater Wellington Regional Council
- one from the Wairarapa Councils
- one from Porirua City Council
- one from Kapiti District Council

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1 This could also impact on the appointment of directors. For example, if one shareholder reduced their funding to zero then they would have to “sell” their shareholding in WREDA to the other shareholder for a nominal sum.
15. WREDA’s operations will be overseen by a board of independent directors, appointed for their specific expertise and other relevant experience. It will be important that the board reflects a range of business sectors relevant to the Wellington region.

16. There will be eight directors, appointed on merit and with the agreed skill sets. The shareholders will jointly appoint directors to WREDA on the recommendations of the WRSC. If the shareholders cannot agree then Wellington City Council will appoint 6 directors and Greater Wellington Regional Council will appoint 2 directors in respect of the initial appointments. For subsequent appointments, if the shareholders cannot agree then this ratio shall be maintained.

17. There will be no elected representatives appointed to the board of directors – political input and oversight will come through the WRSC which comprises only elected members from the region.

The skills sets required by the directors should have strong connections to and expertise from across the following areas:

- tourism and hospitality
- major events
- science and education especially in tertiary and research
- primary sector and manufacturing
- IT/Tech services
- creative, film production, digital and performing arts
- professional services
- start-up businesses, attraction, innovation and venture capital

Directors will also need significant business and commercial acumen and experience along with a strong understanding of corporate governance.

Funding

18. To provide funding certainty for WREDA, funding will be provided by Wellington City Council and Greater Wellington Regional Council on behalf of the region and will be set at current funding levels. It will be documented in Funding Agreements between the parties and WREDA If other councils provide funding then this would be reflected through a separate funding agreement.
The approximate funding for WREDA for 2014/15 is detailed below.

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<th>Council funding</th>
<th>Other</th>
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<td>Positively Wellington Tourism</td>
<td>5.8</td>
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<td>10.2</td>
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<td>Positively Wellington Venues</td>
<td>4.0 *</td>
<td>16.2</td>
<td>20.2</td>
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<tr>
<td>Destination Wellington</td>
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<td>-</td>
<td>2.0</td>
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<tr>
<td>Major Events</td>
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<td><strong>Total Wellington City Council</strong></td>
<td><strong>16.1</strong></td>
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**Percentage of WCC funding**: 80%

Grow Wellington and Creative HQ -from the regional rate

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<td>Total Greater Wellington Regional Council</td>
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**Percentage of GWRC funding**: 20%

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*The $4m in respect of PWV is WCC’s cost of maintenance of the venues*
Current and new structure

Wellington City Council – current structure

- Wellington City Council
- WCC Events Team Destination Wellington
- Partnership Wellington Trust (PWT)
- Wellington Venues Ltd (PWV)

Greater Wellington Regional Council – current structure

- Greater Wellington Regional Council
- WRS Committee
- Grow Wellington Limited
- Creative HQ

Beneficial interest

Grant Funding

100% shareholding

Non-Council Funding

Event Revenue

Non-Council Funding

Funding recs to Set direction for
Organisations who submitted

- Aspeq Limited
- Royal New Zealand Ballet
- Mount Marua Residents’ Association
- Inner City Association
- Port Nicholson Block Trust
- The Treasury
- Hutt City Council
- New Zealand Portrait Gallery
- Upper Hutt City Council (
- MOVAC
- Massey University College of Creative Arts
- Sport New Zealand
- Creative New Zealand
- NZ Public Service Association
- New Zealand Retailers Association
- Wellington International Airport
- Victoria University
- New Zealand Council for Infrastructure Development
- Hutt Valley Chamber of Commerce & Industry Incorporated
- CentrePort
- Wellington Museums Trust
- Wellington Rugby Football Union
- Angel HQ
- NZTE
- The Architectural Centre
- Arts Wellington
- Property Council NZ – Wellington Branch
- New Zealand Festival
- Business Central and Wellington Employers’ Chamber of Commerce
- Tourism Industry Association NZ
- Dance Aotearoa New Zealand
- Manaaki Kapiti Incorporated
- New Zealand Opera