



8 June 2017

Sarah Turner
Group Manager – Commissioning and Service Improvement
Ministry of Justice
19 Aitken Street
Wellington

Sent by Email: sarah.turner@justice.govt.nz

Dear Sarah

FairWay Resolution Limited

Further to our telephone conversation this morning, I am looking forward to meeting with you in the coming weeks. As a precursor to that meeting, and further to our discussion, I thought it worthwhile outlining the potential new ownership position of FairWay.

FairWay Ownership

Over recent months FairWay's ownership model has been reviewed by The Treasury and our shareholding Ministers. Recognising this interest we have formed a group of representatives to engage with the Crown regarding an alternative ownership model, which if approved by Cabinet, would see FairWay 100% owned by a separate trust, the beneficiaries of which would be all FairWay staff. Under this model FairWay would continue to be governed by its current independent Board and managed by the existing senior management team.

Noting the confidential nature of this information, we thought it appropriate to share that we are expecting to receive the Cabinet decision on or around 12 June, thereafter an announcement may be made public by Cabinet, with a transaction date of 1 July 2017.

We see this potential change in ownership as a positive step for the future of FairWay and a natural continuation of the current trajectory of our organisation. The move from Crown-ownership will further reinforce the independence of our services, and strengthen the value to customers of the services we provide.

Our Master Agreement for FDR and Associated Services requires the Ministry's prior written approval to a change in control of FairWay. Considering this, we have included specific provisions in the agreement with the Crown whereby the change of ownership, and indeed the sale transaction, is conditional on approval from the Ministry of Justice being secured without conditions that are materially averse to FairWay being imposed.

I would be grateful if you could consider and advise the nature of any further information the Ministry of Justice would require from us to consider such a request and provide its formal consent to the change in control. We would look to promptly work through this, in conjunction with you, with a view to confirming approval from the Ministry of Justice prior to the transaction date.

The support of the Ministry of Justice in this transaction is clearly critical to us and we are encouraged by the positive working relationship that already exists. We are committed to continuing and building on this relationship as we move into an exciting new period for FairWay and our clients.

Equally we do not take this for granted and genuinely wish to ensure that the Ministry of Justice is comfortable with our go forward ownership model. We appreciate your consideration of this matter, and acknowledge that the timescale mentioned above may be tight.

Withhold 9 (2)(a)

Noting the likely timing of our meeting, please feel free to call me anytime on to raise any questions you may have or to discuss the above.

Kind regards



Rhys West
Acting Chief Executive

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22 June 2017

**Notes for Sarah Turner, Group Manager Commissioning and Service Improvement
Meeting with Rhys West, Acting Chief Executive Fairway – Ownership**

Purpose

- This is an opportunity to talk with Rhys West about the future ownership of Fairway and also to seek support to prioritise changes required in the Resolution Management System to strengthen privacy protocols.

Background

- Rhys West was appointed Acting Chief Executive on 1 October 2016 following resignation of Greg Pollock. Prior to then Rhys was General Manager Business Development having started in November 2015.
- Fairway have been contracted to provide Family Dispute Resolution (FDR) services since 31 March 2014, under a Master Services Agreement signed in December 2013. Our service agreement for the supply of FDR expires on 30 June 2018.
- Fairway is the only supplier contracted to deliver fully funded FDR nationally.
- Fairway are also contracted for the Resolution Management System (RMS), which records parties details and contact with out of court family justice services. RMS is supplied to Fairway by Resolve.
- Fairway's most significant business is ACC case reviews with FDR service secondary to this. More recently, Fairway has sought to expand its service lines particularly in the building and construction sector.

Fairway ownership

- Rhys wrote to you on 8 June advising of a proposed change in ownership from a Crown entity to a separate trust whose beneficiaries would be staff of Fairway.
- This follows a review by Treasury and is supported by Fairway's shareholding ministers, including the Minister of Finance and Minister of ACC. We understand this was to be approved by Cabinet at their meeting on 12 June – though Rhys should be able to confirm this.
- In terms of the Ministry's contract, any change of control in the Supplier is deemed to be an assignment for which the Ministry's prior authorisation is required under clause 20.1, which shall not be unreasonably withheld or delayed but which may be given subject to conditions.
- Ultimately, the proposed change in ownership has to be something the Ministry satisfies itself of from a business perspective (eg as to whether it believes the new company would be capable of performing the contract to the requisite standards and in relation to its financial viability).
- In principle there is no specific reason for the Ministry to withhold its support for a change in ownership.
- Our main objective is to ensure that Fairway under its new ownership does not impact on the supply of FDR services.

- At this time we have received limited information regarding the proposed change in ownership, and whilst agreeing in principle to this proposal clarification of the following would be helpful prior to our confirmation:
 - the constitution and governance arrangements proposed
 - the purposes of the entity under new ownership including social responsibilities
 - the financial sustainability under new ownership
 - the maintenance of insurances in line with existing contractual commitments
 - the transition plans and any risks identified
 - assurance regarding RMS Intellectual Property

- These points are set out in the attached letter, but may also be helpful to discuss when you meet. If helpful to Fairway you can invite them to meet with Liam Knight in follow up, though we are likely to require clarifications in writing.

- Also, for your information with expiry of the FDR contracts on 30 June 2018 the Ministry will be considering whether it will issue a Request for Proposal, and what the shape of services to be procured will look like.

- This may present as an opportunity of risk to Fairway. If we are to go to market we will be making a decision on this before the end of October 2017.

Resolution Management System

- I have briefly mentioned previously to Rhys that the Ministry is likely to require changes in RMS to strengthen the privacy of client information.

- As Fairway is the contract holder with the Ministry for RMS we will need to enter into a statement of works for this. We envisage this as straight forward but welcome their assistance in getting this completed in a timely manner.

- The Ministry has started this work and met with with Keri Morris, Fairway's FDR Scheme Director, and Antony Snyder (Fairway) to scope our requirements and describe business impact.

- Our aim is to introduce changes to RMS within the next 2 to 3 months.

- Communication of these changes will need to be carefully managed and we welcome Fairway' cooperation in this regard with their providers.

Knight, Liam

From: Rhys West <rhys.west@fairwayresolution.com>
Sent: Monday, 26 June 2017 1:13 p.m.
To: Knight, Liam
Cc: Kristine Brown; Murray Pugh
Subject: RE: Fairway Resolution
Attachments: Change in Ownership Charts 170626.pdf

Hi Liam

Further to the questions raised as part of the Ministry's due diligence process associated with our request for approval to the proposed change in ownership of FairWay, we have prepared the following and attached information.

Ownership Matters***Transition and new ownership arrangements***

The first slide in the attached shows the transition of ownership from the Crown to a new entity FairWay Resolution Holding Limited on 1 July. This new company will own 100% of the shares in FairWay Resolution Limited. The Holding company will in turn be owned 100% by a corporate trustee for the FairWay Employee Trust.

Ownership governance

The second slide in the attached shows the governance arrangements proposed to be in place for 1 July. The Employee Trust will be governed by a Board which will be directed by an Owner Representatives Panel. ^{Withhold 9 (2)(b)(ii)}
 Withhold 9 (2)(b)(ii)

Trust Purposes

Withhold 9 (2)(b)

Governance Continuity

Our existing Board (originally appointed by our shareholding Ministers and who have served a collective 19 years to date) will remain in place post the change in ownership, as will senior management. Governance continuity is an important contributor to a commercially stable business focused on meeting its current customer and contractual obligations. The Directors' collective confidence in management, knowledge and extensive experience of our business practices, and direction given in the formulation of our future business growth strategies is a crucial foundation to FairWay's future success.

Financial Sustainability***Current and future financial position***

Withhold 9 (2)(b)

Debt Finance and Funding Partner

Withhold 9 (2)(b)

Debt Arrangements

Withhold 9 (2)(b)(ii)

Debt Governance

Withhold 9 (2)(b)(ii)

Revenue Diversification

Withhold 9 (2)(b)(ii)

Cashflow Forecast

Withhold 9 (2)(b)(ii)

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Forecast P&L

Withhold 9 (2)(b)(ii)

Insurances

FairWay Resolution Limited has recently committed to renewing all its corporate insurance portfolio from 30 June 2017 for the next financial year. This portfolio covers insurances for:

- Material damage / business interruption
- Motor vehicle
- General Liability
- Employers Liability
- Statutory Liability
- Directors and Officers Liability
- Professional Indemnity
- Crime
- Corporate travel
- Personal Accident

Insurance certificates of currency for policies relevant to the Ministry will be made available on request as soon as they are available from our insurers (anticipated to be in the first one-two weeks of July).

Risks (and benefits) to Ministry and the Family Dispute Resolution Service

Potential future benefits for mutual customers

Employee ownership is expected to encourage valuable employee engagement in the business, a highly motivated workforce, reduced staff turnover, and a clear sense of ownership in the work being carried out across the whole business – from administration and professional services delivery, through to management and governance.

We will continue to be judged by our performance - measured through mechanisms such as KPIs and cost comparisons. We will therefore maintain our high standards and continuously seek improvements in our performance, although with an anticipated motivational edge arising from the new balance of risk and reward that private ownership provides. FairWay would welcome engagement with the Ministry to consider an expansion of the service should this be an attractive option for the FDR service. Our customers (FDR participants) can continue to expect a customer focussed service delivered by an engaged team of professionals.

Potential risks

Withhold 9 (2)(b)(ii)

Continuity of service quality capacity and cost

The term of our current Master Services Agreement is to 30 June 2018 with the Ministry holding the right to extend the arrangements for a further year to June 2019. It is FairWay's intention to continue providing an outstanding service that meets the needs and expectations of the Ministry – with a view to being a long-term service delivery partner for FDR. However, we do not take this for granted.

To prove our determination to be viewed as such a partner we will:

- continue investing in our people's capability (training and professional development);
- maintain and adjust our workload capacity to reflect changes in case volumes over time (up and down);
- maintain and enhance robust case management processes and systems that enable efficient but privacy ensured workflows;
- bring dispute resolution innovation to the table for discussion and, as appropriate, implementation;
- work closely with the Ministry to provide advice and expertise on current and future initiatives;
- ensure a range of dispute resolution services are available to meet the changing needs of families, including the use of technology, and online platforms.
- strive to always meet and, wherever possible, exceed defined KPIs; and
- respect our agreed fees and fee adjustment mechanisms.

Intellectual Property rights

Because the form of the change in ownership is a transfer of shares in FairWay Resolution Limited, all intellectual property rights associated with RMS in particular under our relationship with ^{Withhold 9(2)(a)} and the Ministry remain unchanged. The Ministry will continue to have all necessary licences associated with its use and modification of the RMS without infringing any other entity's rights. Post 1 July 2017 our agreement(s) between FairWay Resolution Limited and ^{Withhold 9 (2)(a)} and with ^{Withhold 9 (2)(a)} (for the use of the software that forms the basis of RMS and ^{Withhold 9 (2)(a)} (for hosting services)) will continue unchanged.

Timetable

Unfortunately our timetable for securing your approval is now running somewhat tight in order to have all the necessary documentation in place for the proposed transaction date of 1 July. The Minister's of ACC and Finance have now advised that they are ready to announce the change in ownership mid-morning Wednesday 28 June. We anticipate advising staff just before the public announcement. We would very much appreciate obtaining the Ministry's approval prior to this, however noting that we have made the Sale and Purchase Agreement conditional on such approval being willingly/freely provided by the Ministry.

Confidential and Commercially Sensitive Information

As I'm sure you will appreciate, the information in this email is of a particularly confidential nature as it provides specifics of commercially sensitive positions. I do need to ask that the information is used by the Ministry strictly in relation to the consideration of our request for approval to the proposed change in ownership only and is not distributed within the Ministry beyond those with a direct involvement in this particular request.

As mentioned, please do not hesitate to contact me or Murray if you have any questions arising from the above information.

Thank you very much for your kind assistance in this matter. We look forward to hearing back from you.

Regards, Rhys

Rhys West

Acting Chief Executive

Withhold 9(2)(a)

www.fairwayresolution.com

FairWay Resolution Limited Tā te Hinengaro Tōkeke Whakatau
PO Box 2272, Wellington 6140. L 4, 142 Lambton Quay, Wellington 6011, New Zealand



From: Knight, Liam [mailto:Liam.Knight@justice.govt.nz]
Sent: Monday, 26 June 2017 9:45 AM
To: Rhys West <rhys.west@fairwayresolution.com>
Subject: RE: Fairway Resolution

Hi Rhys

These are the questions:

- who the trustees of the proposed new entity will be
- the other constitution and governance arrangements proposed (particularly as they relate to resolving internal disputes between trustees)
- the purposes of the entity under the proposed new ownership, particularly any social purposes
- the financial sustainability of the proposed new ownership model
- what insurances the proposed new entity will hold
- the plan for transition and your advice as to what risks to the Ministry and/or to the continuation of the family dispute resolution service have been identified during that process
- what assurance you will be able to provide regarding the proposed new entity's intellectual property rights and, in particular, that the Ministry will continue to have all necessary licences associated with its use and modification of the RMS without infringing any other entity's rights

We assume that FairWay Resolution Ltd (in its current form), if it is to no longer exist, will be released of all liability from the date of transfer, in which case, a novation of the agreements would be appropriate. Can you please confirm the above agreements with the Ministry will be novated to the new entity and that your agreement(s) with ^{Withhold 9(2)(a)} [redacted] and with ^{Withhold 9(2)(a)} [redacted] (for the use of the software that forms the basis of RMS and ^{9(2)(a)} [redacted] ^{Withhold 9(2)(a)} [redacted] (for hosting services) will also be novated to the new entity.

Kind regards

Liam

From: Knight, Liam
Sent: Monday, 26 June 2017 9:16 a.m.
To: 'rhys.west@fairwayresolution.com'
Cc: 'Kristine.Brown@fairwayresolution.com'
Subject: Fairway Resolution

Hi Rhys

I hope you are well.

I am emailing to see whether you might be able to provide the EGI Cabinet paper, which sets out the ownership issues. We anticipate that this might answer some of our questions. Also, can you confirm the timeframes you are working to. Is 1 July still the go-live date.

kind regards
Liam

Liam Knight
Manager Community Services
Commissioning and Service Improvement
Operations and Service Delivery
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- (1) reply promptly to that effect, and remove this email and the reply from your system;
- (2) do not act on this email in any other way.

Thank you.

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services in an ethical manner. Personal information of applicants, claimants, complainants, employees and business partners is processed and held in order to provide the highest level of service. Go to <http://www.fairwayresolution.com/privacy-policy> to view our full privacy policy and notice or email us at privacy@fairwayresolution.com for further information.

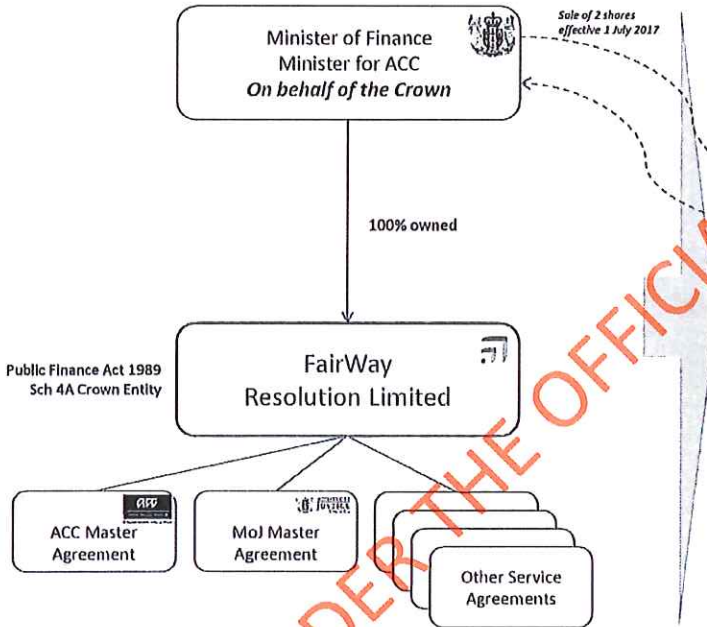
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 FairWay

Ownership and service contracts structure

Current to 30 June

Withhold 9(2)(b)(ii)



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FairWay

Governance and functional detail

Withhold 9(2)(b)(ii)

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27 June 2017

Rhys West
Acting Chief Executive
Fairway Resolution Limited
Level 4, 142 Lambton Quay
Wellington 6011

Dear Rhys

Fairway Resolution Limited

Thank you for your letter of 8 June advising the Ministry of the proposed change in ownership model, which would see Fairway transfer from a crown entity to 100% owned by a separate trust, the beneficiaries of which would be all Fairway staff.

I understand that you have had correspondence with Liam Knight, Manager Community Services, which has provided the Ministry with further clarity on the following matters:

- who the trustees of the proposed new entity will be
- the other constitution and governance arrangements proposed
- the purposes of the entity under the proposed new ownership
- the financial sustainability under the proposed new ownership
- what insurances the proposed new entity will hold
- the plan for transition and your advice as to what risks to the Ministry and/or to the continuation of the family dispute resolution service have been identified during that process
- what assurance you can provide regarding the proposed new entity's intellectual property rights and, in particular, that the Ministry will continue to have all necessary licences associated with its use and modification of the RMS without infringing any other entity's rights.

I am satisfied that the information provided addresses the Ministry's due diligence requirements.

I confirm that the Ministry consents to the proposed change in ownership, which will affect the following agreements:

- Master Agreement for the Provision of Services associated with Family Dispute Resolution dated 20 December 2013.
- Service Agreement for Resolution Management System dated 20 December 2013
- Service Agreement for Family Dispute Resolution Services dated 1 December 2016.

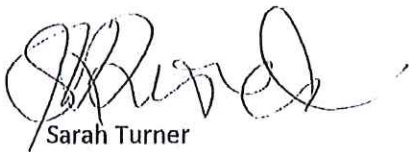
As you identify the Ministry has a positive working relationship with Fairway, which places us in a good position for working with you through this transition. I don't envisage it impacting on the day to day

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operation of services provided by Fairway for family dispute resolution, but trust that if anything does come to your attention that may affect this, we will be kept informed.

Our focus is, of course, on ensuring continuity of the family dispute resolution service.

Yours sincerely



Sarah Turner

Group Manager Commissioning and Service Improvement

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Knight, Liam

From: Turner, Sarah
Sent: Tuesday, 4 July 2017 4:44 p.m.
To: Knight, Liam; O'Brien, Polly
Subject: FW: Insurances, per discussion today

Rhys spoke to me about this today. I'll brief you both quickly if you have 5 mins at the end of the day.

It boils down to a mismatch between some requirements for insurance levels stipulated in our contract with Fairway compared with the advice they are receiving from their own insurance broker.

The questions being asked are whether we can clarify the rationale (and therefore the importance to us) behind the current levels? And then whether they can be aligned with the advice Fairway has received from ^{Withhold 9(2)(a)}

This is going to require the expertise of OLC and commercial procurement as opposed to PCS. I've undertaken to get back to Fairway promptly.

Sarah



Sarah Turner

Group Manager - Commissioning and Service Improvement
 DDI: +64 4 494 1082 | Ext: 50082 | ^{Withhold 9(2)(a)}

Email: Sarah.Turner@justice.govt.nz | www.justice.govt.nz

EA: Jean Bayley | DDI +64 494 9901 | Ext: 50901 | Mob +64 27 404 9781

From: Rhys West [mailto:rhys.west@fairwayresolution.com]
Sent: Tuesday, 4 July 2017 4:13 p.m.
To: Turner, Sarah
Cc: Murray Pugh; Kristine Brown
Subject: Insurances, per discussion today

Hi Sarah

Thanks for calling me back earlier today, much appreciated.

As discussed in finalising detail relating to our change in ownership we have come across an important matter to bring to your attention.

Master Agreement

As part of the scrutiny that all aspects of our business has been under through the change of ownership process, we have just become aware of a shortfall in meeting our insurance obligations under the Master Agreement for Family Dispute Resolution Services (MA).

Clause 17.1 of the MA requires FairWay to hold *adequate insurances*, including the following:

- Public Liability (~general liability)
- Material Damage ⁽ⁱⁱ⁾

^{Withhold 9(2)(b)(ii)}

- Professional Indemnity \$10M
- Crime \$10M

Current Insurances

FairWay currently holds insurances as follows with globally reputable insurers (all current for a term of 1 year form 30 June 2017):

- Public Liability ^{Withhold 9(2)(b)(ii)}
- Material Damage ^{Withhold 9(2)(b)(ii)} Business Interruption
- Professional Indemnity ^{Withhold 9(2)(b)(ii)}
- Crime ^{Withhold 9(2)(b)(ii)}

Unfortunately our current policies for Material Damage and Crime currently do not meet the requirements of the MA.

Apology

Firstly we apologise for this situation and trust that our prompt disclosure underlines our commitment to remedy this with you. In immediate response to identifying the shortfall, we requested our broker, Marsh, to investigate securing the required level of cover.

Investigation

As discussed ^{Withhold 9(2)(a)} responses follow FYI:

- MD – Firstly, you should only insure assets where you have a financial interest, or if required by agreement (i.e photocopier). Secondly, it would be very difficult in the current insurance market to increase your sums insured to ^{Withhold 9(2)(b)(ii)} As you've seen at renewal premiums are significantly increasing and insurers are reserving capacity.
- Crime – It would be reasonable to ask why there is a requirement to hold ^{Withhold 9(2)(b)(ii)} Crime covers FairWay for their direct loss – not the third parties loss. You could also note that purchasing a ^{Withhold 9(2)(b)(ii)} limit may be difficult in the current market.
- In reply to your msg it is difficult to buy those levels of cover for MD and Crime and we are also unsure why you need to increase them?

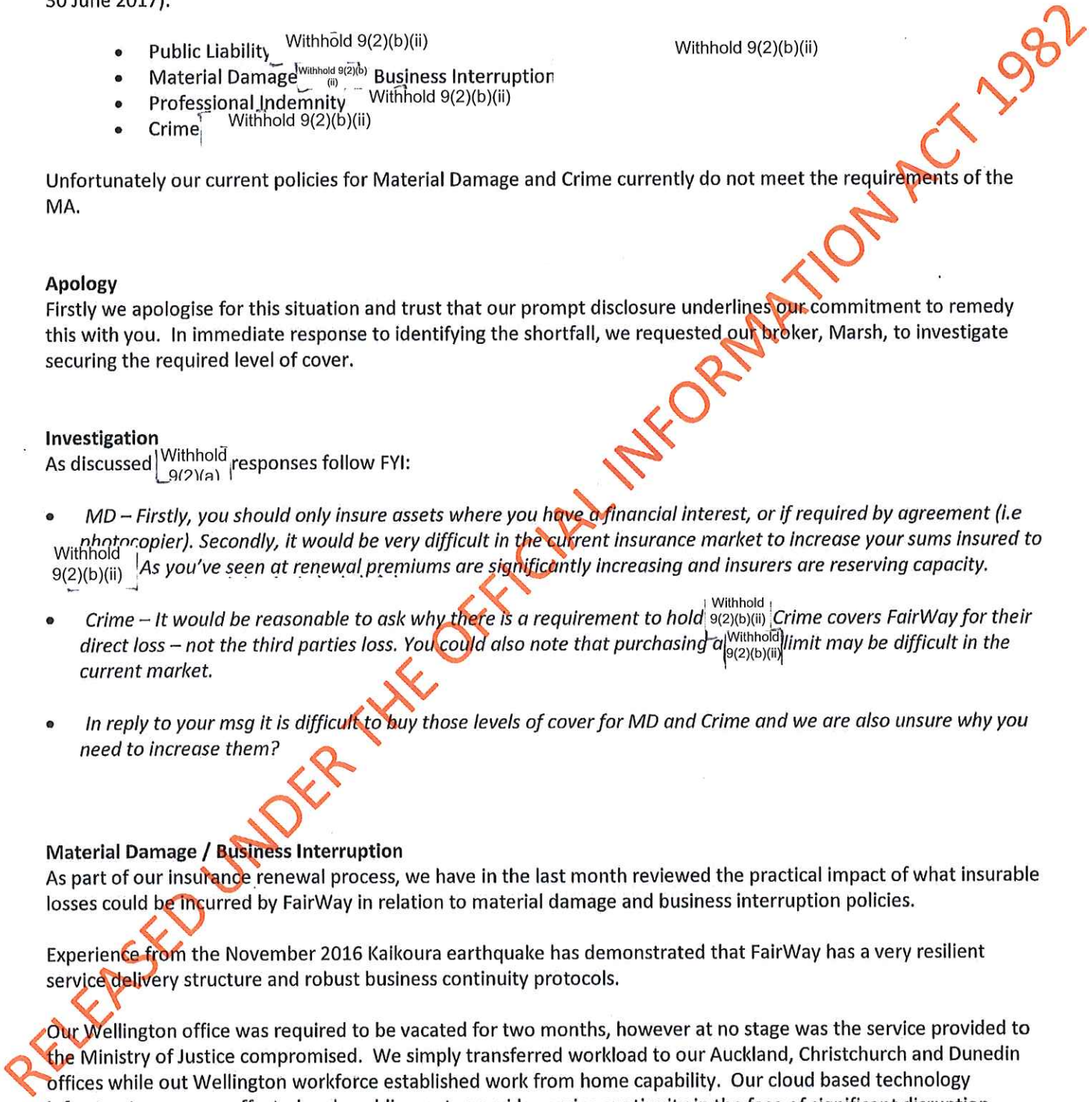
Material Damage / Business Interruption

As part of our insurance renewal process, we have in the last month reviewed the practical impact of what insurable losses could be incurred by FairWay in relation to material damage and business interruption policies.

Experience from the November 2016 Kaikoura earthquake has demonstrated that FairWay has a very resilient service delivery structure and robust business continuity protocols.

Our Wellington office was required to be vacated for two months, however at no stage was the service provided to the Ministry of Justice compromised. We simply transferred workload to our Auckland, Christchurch and Dunedin offices while our Wellington workforce established work from home capability. Our cloud based technology infrastructure was unaffected and enabling us to provide service continuity in the face of significant disruption.

Withhold 9(2)(b)(ii)



In light of the above, we set our material damage and business interruption insurances to respectively, being significantly in excess of our assessment of the maximum possible reimbursable losses or damage that we believe could, in an extreme multi-office event, be incurred. We believe that the material damage and business interruption insurances purchased are adequate for our business.

Crime

Similarly, we have assessed the risks involved in losses from Crime and the potential for incurring costs losses and damages that could be reimbursable under our insurance policy. The professional services nature of our business is such that our professional losses from Crime would most likely be limited to financial fraud.

To mitigate the risk, we conduct an annual comprehensive external financial audit, we maintain strict separation of duties in the handling of financial transactions and our auditor, EY, reports to the Board independently of management. We believe that the Crime insurances purchased are adequate for our business.

Options

Two options are apparent to remedy the shortfall now identified:

1. Ministry of Justice reviews the rationale set out above and supports FairWay's position that the insurances in question are adequate.
2. FairWay seeks to extend the insurance to the required levels (noting current feedback from our insurers that cover to this level may not be possible).

Adequate insurance

Should the Ministry be inclined to agree that the insurances now in place are adequate and do not need to be extended to the levels required in the MA, we would respectfully request that this be confirmed in writing as soon as possible.

Extension

Should the Ministry require FairWay to meet the full levels of insurance required in the MA, we will instruct to try to obtain such cover as soon as practically possible. In the event that such a level of insurance is not available, due to not being backed by actual physical asset values within FairWay, or simply being beyond the scale insurers are prepared to entertain, we would need to discuss the requirement further with you.

Urgency

We feel that this is a particularly urgent issue and therefore request that you provide us your views as soon as possible, ideally by Thursday this week if possible please. We will promptly respond accordingly.

Best regards, Rhys

Rhys West

Chief Executive

Withhold 9(2)(a)

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5 July 2017

Rhys West
Acting Chief Executive
Fairway Resolution Limited
Level 4, 142 Lambton Quay
Wellington 6011

Dear Rhys

Fairway Resolution Limited

Thank you for your email of 4 July advising of the shortfall in your insurance obligations to the Ministry under the Master Agreement for Family Dispute Resolution Services dated December 2013.

The Ministry has reviewed its rationale for requiring Fairway to hold Material Damage insurance of ^{Withhold 9(2)(b)(ii)} and Crime insurance of ^{Withhold 9(2)(b)(ii)}

Withhold 9(2)(b)(ii)

I am satisfied, following this review, that the risks associated with Material Damage and Crime are primarily Fairway's, and as such, it is for you to determine the appropriate level of cover.

The Ministry is therefore willing to agree to your request that the specified levels for Material Damage and Crime insurance in the contract will not apply from 1 July 2017 to 30 June 2018 when the current contract expires.

I trust that this is acceptable to you.

Yours sincerely


Sarah Turner

Group Manager Commissioning and Service Improvement

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Knight, Liam

From: Dall, Linda
Sent: Monday, 12 June 2017 4:28 p.m.
To: Knight, Liam
Subject: RE: Fairway contract - In confidence

Hi Liam.

Withhold 9(2)(h)

Regards.
Linda

From: Knight, Liam
Sent: Monday, 12 June 2017 1:16 p.m.
To: Dall, Linda
Subject: Fairway contract - In confidence

Hi Linda

Withhold 9(2)(h)

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Withhold 9(2)(h)

Kind regards

Liam

Liam Knight
Manager Community Services
Commissioning and Service Improvement
Operations and Service Delivery
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